Form **990-PF**
Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2009

For calendar year 2009, or tax year beginning 09/01 **, 2009, and ending** 08/31,20 10

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

Use the IRS label. Otherwise, print or type. See Specific Instructions

Name of foundation: ROBERT LEE WEISS FOUNDATION 3002252
Number and street (or P O box number if mail is not delivered to street address): 800 S. GAY STREET
Room/suite:
City or town, state, and ZIP code: KNOXVILLE, TN 37995-1230

A Employer identification number 62-1261218
B Telephone number (see page 10 of the instructions) (865) 971-2023
C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization: [ ] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [X] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,510,190.

J Accounting method: [X] Cash [ ] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	62,014.	62,014.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,029.			
	b Gross sales price for all assets on line 6a 1,208,731.				
	7 Capital gain net income (from Part IV, line 2)		5,029.		
	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) (attach schedule)				
	11 Other income (attach schedule)	728.			STMT 1
	12 **Total.** Add lines 1 through 11	67,771.	67,043.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,269.	11,134.		11,134.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	474.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 3	162.			
	24 **Total operating and administrative expenses.** Add lines 13 through 23	22,905.	11,134.	NONE	11,134.
	25 Contributions, gifts, grants paid	122,000.			122,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	144,905.	11,134.	NONE	133,134.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-77,134.			
	b **Net investment income** (if negative, enter -0-)		55,909.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	78,841.	186,980.	186,980.
3	Accounts receivable ▶ 150,000.			
	Less: allowance for doubtful accounts ▶		150,000.	150,488.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule) STMT 4	447,123.	478,365.	500,252.
b	Investments - corporate stock (attach schedule) STMT 5	1,757,250.	1,316,056.	1,375,316.
c	Investments - corporate bonds (attach schedule) STMT 9	199,700.	274,700.	297,154.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,482,914.	2,406,101.	2,510,190.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	2,482,914.	2,406,101.	
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** (see page 17 of the instructions)	2,482,914.	2,406,101.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,482,914.	2,406,101.	

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	2,482,914.
2	Enter amount from Part I, line 27a	2	-77,134.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	321.
4	Add lines 1, 2, and 3	4	2,406,101.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,406,101.

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	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	5,029.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	138,296.	NONE	NONE
2007	137,740.	2,834,931.	0.04858672045
2006	130,602.	2,831,573.	0.04612347978
2005	129,114.	2,706,025.	0.04771352815
2004	111,687.	2,596,753.	0.04301025165

2 **Total** of line 1, column (d)	2	0.18543398003
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.03708679601
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,476,323.
5 Multiply line 4 by line 3	5	91,839.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	559.
7 Add lines 5 and 6	7	92,398.
8 Enter qualifying distributions from Part XII, line 4	8	133,134.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	559.
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	
3	Add lines 1 and 2	3	559.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	559.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 596.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	596.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] 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	37.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 37. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶$ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* STMT 12	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SEE STATEMENT 13 Telephone no. ▶

Located at ▶ ZIP + 4 ▶

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ____ , ____ , ____ , ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	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)? (see page 22 of the instructions) . . . . . . ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** No: X

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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		22,269.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,305,878.
b	Average of monthly cash balances	1b	208,155.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,514,033.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,514,033.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	37,710.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,476,323.
6	**Minimum investment return.** Enter 5% of line 5	6	123,816.

Part XI Distributable Amount (see page 25 of the 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	123,816.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	559.		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	559.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	123,257.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	123,257.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	123,257.

Part XII Qualifying Distributions (see page 25 of the 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	133,134.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	133,134.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	559.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	132,575.

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 page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					123,257.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				NONE	
b Total for prior years 20 07 ,20 ___, 20 ___			NONE		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	NONE				
b From 2005	NONE				
c From 2006	NONE				
d From 2007	NONE				
e From 2008	11,226.				
f Total of lines 3a through e		11,226.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 133,134.					
a Applied to 2008, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2009 distributable amount					123,257.
e Remaining amount distributed out of corpus		9,877.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		21,103.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		21,103.			
10 Analysis of line 9:					
a Excess from 2005	NONE				
b Excess from 2006	NONE				
c Excess from 2007	NONE				
d Excess from 2008	11,226.				
e Excess from 2009	9,877.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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 (a) 2009	Prior 3 years (b) 2008	(c) 2007	(d) 2006	(e) Total
2a 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 page 28 of 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 page 28 of the 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:

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 24				
Total . . . . ▶ **3a**				122,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	62,014.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	5,029.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b TAX REFUND			1	728.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				67,771.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 67,771.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

David B. Kart | 12/10/2010 | VICE PRESIDENT

Signature of officer or trustee FIRST TENNESSEE BANK | Date | Title

Paid Preparer's Use Only			
Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number: 62-1261218

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a	SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,495.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	41,615.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	43,110.

Part II — Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,454.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-39,535.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-38,081.

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			43,110.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-38,081.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			5,029.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number: 62-1261218

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 648. ADOBE SYSTEMS	04/01/2009	10/06/2009	21,679.00	14,246.00	7,433.00
26. BMC SOFTWARE INC	04/05/2010	07/30/2010	933.00	1,010.00	-77.00
106. BMC SOFTWARE INC	04/05/2010	08/12/2010	3,691.00	4,117.00	-426.00
105. BURLINGTON NORTHERN SANTA FE CORP	03/24/2009	12/28/2009	10,334.00	6,316.00	4,018.00
428. CENTERPOINT ENERGY INC	04/01/2009	01/04/2010	6,228.00	4,391.00	1,837.00
183. COGNIZANT TECHNOLOGY SOLUTIONS CORP	04/01/2009	01/04/2010	8,499.00	3,861.00	4,638.00
111. COSTCO WHOLESALE CORP	03/24/2009	01/04/2010	6,620.00	5,160.00	1,460.00
451. DELL INC	04/01/2009	09/04/2009	7,025.00	4,243.00	2,782.00
891. ENSCO ITNL INC.	06/03/2009	12/24/2009	37,578.00	35,266.00	2,312.00
891. ENSCO PLC SPONS ADR	06/03/2009	12/31/2009	35,988.00	37,578.00	-1,590.00
154. FEDERATED INVESTORS INC-CL B	04/01/2009	01/04/2010	4,264.00	3,411.00	853.00
82. FREEPORTMCMORAN COPPERAND GOLD INC	03/24/2009	01/04/2010	6,815.00	3,397.00	3,418.00
138. GAMESTOP CORP-A	05/18/2009	01/04/2010	3,101.00	3,603.00	-502.00
363. GAMESTOP CORP-A	05/18/2009	03/03/2010	6,447.00	9,476.00	-3,029.00
120. GILEAD SCIENCES INC	10/06/2009	01/04/2010	5,188.00	5,481.00	-293.00
12. GILEAD SCIENCES INC	10/06/2009	07/30/2010	400.00	548.00	-148.00
51. GILEAD SCIENCES INC	10/06/2009	08/12/2010	1,754.00	2,329.00	-575.00
157. HARRIS CORP DEL	10/06/2009	01/04/2010	7,637.00	5,861.00	1,776.00
16. HARRIS CORP DEL	10/06/2009	07/30/2010	713.00	597.00	116.00
66. HARRIS CORP DEL	10/06/2009	08/12/2010	2,887.00	2,464.00	423.00
141. HEWLETT PACKARD CO	09/04/2009	01/04/2010	7,365.00	6,362.00	1,003.00
14. HEWLETT PACKARD CO	09/04/2009	07/30/2010	646.00	632.00	14.00
59. HEWLETT PACKARD CO	09/04/2009	08/12/2010	2,369.00	2,662.00	-293.00
29. KOHL'S DEPT STORE	02/19/2009	01/04/2010	1,578.00	1,019.00	559.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number: 62-1261218

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 56. L3 COMMUNICATIONS HLDGS INCCOM	03/24/2009	01/04/2010	4,886.00	3,733.00	1,153.00
11. LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9/98	03/03/2010	07/30/2010	225.00	261.00	-36.00
43. LOWE'S COMPANIES INC WITH RIGHTS EXP 9/9/98	03/03/2010	08/12/2010	843.00	1,020.00	-177.00
129. MCKESSON HBOC INC	04/01/2009	01/04/2010	8,126.00	4,466.00	3,660.00
106. MEDCO HEALTH SOLUTIONS INC	04/01/2009	01/04/2010	6,885.00	4,319.00	2,566.00
154. MEDTRONICS	03/24/2009	01/04/2010	6,764.00	4,630.00	2,134.00
110. METLIFE INC	05/18/2009	01/04/2010	3,977.00	3,334.00	643.00
123. MURPHY OIL CORP	09/03/2009	01/04/2010	6,834.00	6,967.00	-133.00
13. MURPHY OIL CORP	09/03/2009	07/30/2010	708.00	736.00	-28.00
51. MURPHY OIL CORP	09/03/2009	08/12/2010	2,718.00	2,889.00	-171.00
31. NATIONAL-OILWELL INC	12/31/2009	07/30/2010	1,194.00	1,380.00	-186.00
130. NATIONAL-OILWELL INC	12/31/2009	08/12/2010	5,107.00	5,787.00	-680.00
129. O REILLY AUTOMOTIVE INC	11/06/2009	01/04/2010	4,932.00	4,998.00	-66.00
13. O REILLY AUTOMOTIVE INC	11/06/2009	07/30/2010	636.00	504.00	132.00
54. O REILLY AUTOMOTIVE INC	11/06/2009	08/12/2010	2,537.00	2,092.00	445.00
23. PPL CORPORATION	04/05/2010	07/30/2010	625.00	651.00	-26.00
93. PPL CORPORATION	04/05/2010	08/12/2010	2,422.00	2,632.00	-210.00
75000. R-G PREMIER BK PR CD 1.550% 9/26/11	03/23/2010	05/07/2010	75,000.00	75,000.00	
111. STERICYCLE INC	11/06/2009	01/04/2010	6,132.00	6,029.00	103.00
11. STERICYCLE INC	11/06/2009	07/30/2010	685.00	597.00	88.00
47. STERICYCLE INC	11/06/2009	08/12/2010	2,992.00	2,553.00	439.00
128. THERMO FISHER SCIENTIFIC INC	05/08/2009	01/04/2010	6,113.00	4,740.00	1,373.00
85. TRAVELERS COMPANIES INC	04/01/2009	01/04/2010	4,258.00	3,480.00	778.00
93. UNION PACIFIC	12/28/2009	01/04/2010	6,019.00	6,077.00	-58.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number: 62-1261218

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 9. UNION PACIFIC	12/28/2009	07/30/2010	667.00	588.00	79.00
39. UNION PACIFIC	12/28/2009	08/12/2010	2,853.00	2,548.00	305.00
281. UNUMPROVIDENT CORP	03/24/2009	01/04/2010	5,601.00	3,754.00	1,847.00
737. VALERO ENERGY CORP	04/01/2009	09/03/2009	13,212.00	13,596.00	-384.00
261. VERIZON COMMUNICATIONS	04/01/2009	01/04/2010	8,652.00	8,068.00	584.00
147. WATSON PHARMACEUTICALS INC	04/01/2009	01/04/2010	5,918.00	4,186.00	1,732.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 41,615.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number: 62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 179. THE ALLSTATE CORPORATION	08/15/2007	01/04/2010	5,440.00	9,580.00	-4,140.00
18. THE ALLSTATE CORPORATION	08/15/2007	07/30/2010	507.00	963.00	-456.00
76. THE ALLSTATE CORPORATION	08/15/2007	08/12/2010	2,129.00	4,068.00	-1,939.00
340. AMGEN	01/23/2008	10/06/2009	19,991.00	16,690.00	3,301.00
108. APACHE CORP	01/23/2008	01/04/2010	11,378.00	9,612.00	1,766.00
11. APACHE CORP	01/23/2008	07/30/2010	1,047.00	979.00	68.00
45. APACHE CORP	01/23/2008	08/12/2010	4,156.00	4,005.00	151.00
485. BANK OF AMERICA CORP	09/13/2005	01/04/2010	7,479.00	20,739.00	-13,260.00
50. BANK OF AMERICA CORP	01/23/2008	07/30/2010	705.00	2,126.00	-1,421.00
204. BANK OF AMERICA CORP	04/01/2009	08/12/2010	2,671.00	3,528.00	-857.00
121. BURLINGTON NORTHERN SANTA FE CORP	08/15/2007	12/28/2009	11,909.00	9,721.00	2,188.00
184. CVS CORP	01/23/2008	01/04/2010	6,046.00	6,763.00	-717.00
19. CVS CORP	01/23/2008	07/30/2010	580.00	698.00	-118.00
77. CVS CORP	01/23/2008	08/12/2010	2,223.00	2,830.00	-607.00
1125. CENTERPOINT ENERGY INC	04/01/2009	04/05/2010	16,397.00	11,542.00	4,855.00
228. CISCO SYSTEMS	08/15/2007	01/04/2010	5,631.00	6,979.00	-1,348.00
23. CISCO SYSTEMS	08/15/2007	07/30/2010	532.00	704.00	-172.00
96. CISCO SYSTEMS	08/15/2007	08/12/2010	2,066.00	2,938.00	-872.00
482. COGNIZANT TECHNOLOGY SOLUTIONS CORP	04/01/2009	04/05/2010	25,059.00	9,964.00	15,095.00
89. COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98	09/26/2008	01/04/2010	7,325.00	6,842.00	483.00
9. COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98	09/26/2008	07/30/2010	706.00	692.00	14.00
37. COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/24/98	09/26/2008	08/12/2010	2,850.00	2,844.00	6.00
178. CONOCOPHILLIPS	01/23/2008	01/04/2010	9,226.00	14,104.00	-4,878.00
18. CONOCOPHILLIPS	01/23/2008	07/30/2010	991.00	1,250.00	-259.00
75. CONOCOPHILLIPS	01/23/2008	08/12/2010	4,131.00	5,209.00	-1,078.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
ROBERT LEE WEISS FOUNDATION 3002252	62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 435. CONSTELLATION BRANDS INC	01/23/2008	01/04/2010	6,990.00	8,882.00	-1,892.00
44. CONSTELLATION BRANDS INC	01/23/2008	07/30/2010	747.00	898.00	-151.00
183. CONSTELLATION BRANDS INC	01/23/2008	08/12/2010	3,040.00	3,737.00	-697.00
11. COSTCO WHOLESALE CORP	03/24/2009	07/30/2010	620.00	511.00	109.00
47. COSTCO WHOLESALE CORP	03/24/2009	08/12/2010	2,617.00	2,185.00	432.00
72. DANAHER CORP	09/26/2008	01/04/2010	5,428.00	5,274.00	154.00
15. DANAHER CORP	09/26/2008	07/30/2010	574.00	529.00	45.00
61. DANAHER CORP	09/26/2008	08/12/2010	2,269.00	2,149.00	120.00
112. DARDEN RESTUARANTS INC-W/I	08/15/2007	01/04/2010	3,928.00	4,601.00	-673.00
11. DARDEN RESTUARANTS INC-W/I	08/15/2007	07/30/2010	459.00	452.00	7.00
47. DARDEN RESTUARANTS INC-W/I	08/15/2007	08/12/2010	1,904.00	1,931.00	-27.00
1037. DELL INC	01/23/2008	09/04/2009	16,152.00	26,507.00	-10,355.00
117.496 EUROPACIFIC GROWTH FUND	09/26/2008	07/30/2010	4,358.00	5,179.00	-821.00
488.035 EUROPACIFIC GROWTH FUND	09/26/2008	08/12/2010	17,808.00	16,655.00	1,153.00
200000. FHLB 3.375% 5/14/10	06/09/2005	05/14/2010	200,000.00	200,000.00	
16. FEDERATED INVESTORS INC-CL B	03/24/2009	07/30/2010	340.00	354.00	-14.00
65. FEDERATED INVESTORS INC-CL B	03/24/2009	08/12/2010	1,329.00	1,437.00	-108.00
105. FISERV INC	08/15/2007	01/04/2010	5,181.00	5,065.00	116.00
11. FISERV INC	08/15/2007	07/30/2010	546.00	531.00	15.00
44. FISERV INC	08/15/2007	08/12/2010	2,168.00	2,122.00	46.00
8. FREEPORTMCMORAN COPPERAND GOLD INC	03/24/2009	07/30/2010	567.00	331.00	236.00
35. FREEPORTMCMORAN COPPERAND GOLD INC	03/24/2009	08/12/2010	2,470.00	1,450.00	1,020.00
.1475 FRONTIER COMMUNICATI ONS CORP	03/24/2009	07/27/2010	1.00	1.00	
6. FRONTIER COMMUNICATIONS CORP	03/24/2009	07/30/2010	45.00	49.00	-4.00
159. FRONTIER COMMUNICATIO NS CORP	03/24/2009	08/12/2010	1,204.00	1,291.00	-87.00

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ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 94. GENERAL DYNAMICS CORP	08/15/2007	01/04/2010	6,470.00	7,152.00	-682.00
10. GENERAL DYNAMICS CORP	08/15/2007	07/30/2010	607.00	761.00	-154.00
40. GENERAL DYNAMICS CORP	09/26/2008	08/12/2010	2,416.00	3,015.00	-599.00
32. GOLDMAN SACHS GROUP INC	08/15/2007	01/04/2010	5,568.00	5,508.00	60.00
3. GOLDMAN SACHS GROUP INC	08/15/2007	07/30/2010	458.00	516.00	-58.00
13. GOLDMAN SACHS GROUP INC	08/15/2007	08/12/2010	1,944.00	2,237.00	-293.00
88.655 HARBOR INTERNATIONAL FUND	03/26/2007	07/30/2010	4,716.00	5,679.00	-963.00
368.24 HARBOR INTERNATIONAL FUND	09/26/2008	08/12/2010	19,163.00	19,829.00	-666.00
103. ITT INDUSTRIES INC	01/23/2008	01/04/2010	5,112.00	5,866.00	-754.00
11. ITT INDUSTRIES INC	09/26/2008	07/30/2010	516.00	611.00	-95.00
43. ITT INDUSTRIES INC	09/26/2008	08/12/2010	1,887.00	2,388.00	-501.00
40. IBM	09/13/2005	01/04/2010	5,295.00	3,236.00	2,059.00
4. IBM	09/13/2005	07/30/2010	514.00	324.00	190.00
17. IBM	09/13/2005	08/12/2010	2,184.00	1,375.00	809.00
127. JP MORGAN CHASE & CO	09/26/2008	01/04/2010	5,448.00	5,589.00	-141.00
13. JP MORGAN CHASE & CO	09/26/2008	07/30/2010	524.00	572.00	-48.00
53. JP MORGAN CHASE & CO	09/26/2008	08/12/2010	2,000.00	2,332.00	-332.00
172.231 JANUS PERKINS MID CAP VAL I	03/24/2009	07/30/2010	3,431.00	2,453.00	978.00
715.385 JANUS PERKINS MID CAP VAL I	03/24/2009	08/12/2010	13,971.00	10,189.00	3,782.00
60. KOHL'S DEPT STORE	01/23/2008	01/04/2010	3,265.00	2,663.00	602.00
9. KOHL'S DEPT STORE	02/19/2009	07/30/2010	426.00	316.00	110.00
37. KOHL'S DEPT STORE	02/19/2009	08/12/2010	1,702.00	1,300.00	402.00
1227. LSI LOGIC CORP	08/15/2007	01/04/2010	7,448.00	7,853.00	-405.00
125. LSI LOGIC CORP	08/15/2007	07/30/2010	497.00	800.00	-303.00
517. LSI LOGIC CORP	08/15/2007	08/12/2010	2,131.00	3,309.00	-1,178.00

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ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number
62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6. L3 COMMUNICATIONS HLDGS INCCOM	03/24/2009	07/30/2010	438.00	400.00	38.00
23. L3 COMMUNICATIONS HLDGS INCCOM	03/24/2009	08/12/2010	1,628.00	1,533.00	95.00
78. LABORATORY CRP OF AMER HLDGS 50540R409	08/15/2007	01/04/2010	5,918.00	5,913.00	5.00
8. LABORATORY CRP OF AMER HLDGS 50540R409	08/15/2007	07/30/2010	582.00	606.00	-24.00
33. LABORATORY CRP OF AMER HLDGS 50540R409	08/15/2007	08/12/2010	2,477.00	2,502.00	-25.00
13. MCKESSON HBOC INC	04/01/2009	07/30/2010	809.00	450.00	359.00
54. MCKESSON HBOC INC	04/01/2009	08/12/2010	3,269.00	1,869.00	1,400.00
11. MEDCO HEALTH SOLUTIONS INC	03/24/2009	07/30/2010	527.00	445.00	82.00
45. MEDCO HEALTH SOLUTIONS INC	03/24/2009	08/12/2010	2,118.00	1,822.00	296.00
16. MEDTRONICS	03/24/2009	07/30/2010	583.00	481.00	102.00
65. MEDTRONICS	03/24/2009	08/12/2010	2,336.00	1,954.00	382.00
11. METLIFE INC	05/18/2009	07/30/2010	459.00	333.00	126.00
46. METLIFE INC	05/18/2009	08/12/2010	1,837.00	1,394.00	443.00
205. MICROSOFT CORP	09/26/2008	01/04/2010	6,355.00	5,563.00	792.00
21. MICROSOFT CORP	09/26/2008	07/30/2010	537.00	570.00	-33.00
86. MICROSOFT CORP	09/26/2008	08/12/2010	2,101.00	2,334.00	-233.00
155.416 MUNDER M/C CORE GROWTH FD Y	08/15/2007	07/30/2010	3,699.00	4,235.00	-536.00
645.542 MUNDER M/C CORE GROWTH FD Y	08/15/2007	08/12/2010	14,996.00	17,591.00	-2,595.00
82. NUCOR CORP	08/15/2007	01/04/2010	3,931.00	3,992.00	-61.00
8. NUCOR CORP	08/15/2007	07/30/2010	312.00	389.00	-77.00
34. NUCOR CORP	08/15/2007	08/12/2010	1,310.00	1,655.00	-345.00
210. ORACLE CORPORATION	08/15/2007	01/04/2010	5,252.00	4,122.00	1,130.00
21. ORACLE CORPORATION	08/15/2007	07/30/2010	493.00	412.00	81.00
89. ORACLE CORPORATION	08/15/2007	08/12/2010	2,055.00	1,747.00	308.00
408.579 PIMCO LOW DURATION FUND INST CL	08/13/2008	07/30/2010	4,311.00	4,057.00	254.00

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Employer identification number: 62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1434.593 PIMCO TOTAL RETURN II-INSTL	08/13/2008	03/10/2010	15,207.00	14,489.00	718.00
1951.785 PIMCO TOTAL RETURN II-INSTL	08/13/2008	07/30/2010	21,509.00	19,713.00	1,796.00
109. PROCTER AND GAMBLE	01/23/2008	01/04/2010	6,652.00	7,042.00	-390.00
11. PROCTER AND GAMBLE	08/15/2007	07/30/2010	675.00	709.00	-34.00
46. PROCTER AND GAMBLE	08/15/2007	08/12/2010	2,773.00	2,966.00	-193.00
149. PUBLIC SERVICE ENTERPRISE GROUP INC	01/23/2008	01/04/2010	4,953.00	6,152.00	-1,199.00
15. PUBLIC SERVICE ENTERPRISE GROUP INC	09/13/2005	07/30/2010	493.00	495.00	-2.00
63. PUBLIC SERVICE ENTERPRISE GROUP INC	09/13/2005	08/12/2010	2,005.00	2,079.00	-74.00
113. TARGET CORP	08/15/2007	01/04/2010	5,500.00	6,682.00	-1,182.00
11. TARGET CORP	08/15/2007	07/30/2010	564.00	650.00	-86.00
47. TARGET CORP	08/15/2007	08/12/2010	2,426.00	2,779.00	-353.00
13. THERMO FISHER SCIENTIFIC INC	05/08/2009	07/30/2010	584.00	481.00	103.00
54. THERMO FISHER SCIENTIFIC INC	05/08/2009	08/12/2010	2,409.00	2,000.00	409.00
9. TRAVELERS COMPANIES INC	03/24/2009	07/30/2010	452.00	366.00	86.00
36. TRAVELERS COMPANIES INC	03/24/2009	08/12/2010	1,777.00	1,465.00	312.00
331. UNITED TECHNOLOGIES	09/26/2008	11/10/2009	21,492.00	20,425.00	1,067.00
29. UNUMPROVIDENT CORP	03/24/2009	07/30/2010	659.00	387.00	272.00
118. UNUMPROVIDENT CORP	03/24/2009	08/12/2010	2,431.00	1,576.00	855.00
239. V F CORP	09/26/2008	11/10/2009	17,788.00	19,063.00	-1,275.00
659. VALERO ENERGY CORP	01/23/2008	09/03/2009	11,813.00	36,497.00	-24,684.00
1396.809 VANGUARD INTER-TERM TREAS FD-ADM	09/26/2008	03/10/2010	15,714.00	16,049.00	-335.00
1302.713 VANGUARD INTER-TERM TREAS FD-ADM	09/26/2008	07/30/2010	15,268.00	14,886.00	382.00
391.762 VANGUARD S/T INVEST GR-ADM	08/13/2008	07/30/2010	4,235.00	4,094.00	141.00
348.774 VANGUARD SMALL CAP VALUE STK INSTL	08/15/2007	07/30/2010	4,855.00	5,552.00	-697.00
1448.679 VANGUARD SMALL CAP VALUE STK INSTL	08/15/2007	08/12/2010	19,253.00	23,063.00	-3,810.00

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ROBERT LEE WEISS FOUNDATION 3002252	62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 271.58 VANGUARD S/C GROWTH INDX INS	03/06/2007	07/30/2010	4,812.00	5,051.00	-239.00
1128.047 VANGUARD S/C GROWTH INDX INS	03/06/2007	08/12/2010	19,132.00	20,982.00	-1,850.00
27. VERIZON COMMUNICATIONS	03/24/2009	07/30/2010	781.00	781.00	
110. VERIZON COMMUNICATION S	03/24/2009	08/12/2010	3,316.00	3,180.00	136.00
98. WAL-MART STORES	08/15/2007	01/04/2010	5,333.00	4,270.00	1,063.00
10. WAL-MART STORES	08/15/2007	07/30/2010	508.00	436.00	72.00
41. WAL-MART STORES	08/15/2007	08/12/2010	2,059.00	1,786.00	273.00
15. WATSON PHARMACEUTICALS INC	03/24/2009	07/30/2010	604.00	424.00	180.00
62. WATSON PHARMACEUTICALS INC	03/24/2009	08/12/2010	2,544.00	1,754.00	790.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -39,535.00

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS					1,495.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,454.	
		648. ADOBE SYSTEMS PROPERTY TYPE: SECURITIES					04/01/2009	10/06/2009
21,679.00		14,246.00					7,433.00	
		179. THE ALLSTATE CORPORATION PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,440.00		9,580.00					-4,140.00	
		18. THE ALLSTATE CORPORATION PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
507.00		963.00					-456.00	
		76. THE ALLSTATE CORPORATION PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,129.00		4,068.00					-1,939.00	
		340. AMGEN PROPERTY TYPE: SECURITIES					01/23/2008	10/06/2009
19,991.00		16,690.00					3,301.00	
		108. APACHE CORP PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
11,378.00		9,612.00					1,766.00	
		11. APACHE CORP PROPERTY TYPE: SECURITIES					01/23/2008	07/30/2010
1,047.00		979.00					68.00	
		45. APACHE CORP PROPERTY TYPE: SECURITIES					01/23/2008	08/12/2010
4,156.00		4,005.00					151.00	
		26. BMC SOFTWARE INC PROPERTY TYPE: SECURITIES					04/05/2010	07/30/2010
933.00		1,010.00					-77.00	
		106. BMC SOFTWARE INC PROPERTY TYPE: SECURITIES					04/05/2010	08/12/2010
3,691.00		4,117.00					-426.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		485. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					09/13/2005	01/04/2010
7,479.00		20,739.00					-13,260.00	
		50. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					01/23/2008	07/30/2010
705.00		2,126.00					-1,421.00	
		204. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					04/01/2009	08/12/2010
2,671.00		3,528.00					-857.00	
		105. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES					03/24/2009	12/28/2009
10,334.00		6,316.00					4,018.00	
		121. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES					08/15/2007	12/28/2009
11,909.00		9,721.00					2,188.00	
		184. CVS CORP PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
6,046.00		6,763.00					-717.00	
		19. CVS CORP PROPERTY TYPE: SECURITIES					01/23/2008	07/30/2010
580.00		698.00					-118.00	
		77. CVS CORP PROPERTY TYPE: SECURITIES					01/23/2008	08/12/2010
2,223.00		2,830.00					-607.00	
		428. CENTERPOINT ENERGY INC PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
6,228.00		4,391.00					1,837.00	
		1125. CENTERPOINT ENERGY INC PROPERTY TYPE: SECURITIES					04/01/2009	04/05/2010
16,397.00		11,542.00					4,855.00	
		228. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,631.00		6,979.00					-1,348.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		23. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
532.00		704.00					-172.00	
		96. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,066.00		2,938.00					-872.00	
		183. COGNIZANT TECHNOLOGY SOLUTIONS CORP PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
8,499.00		3,861.00					4,638.00	
		482. COGNIZANT TECHNOLOGY SOLUTIONS CORP PROPERTY TYPE: SECURITIES					04/01/2009	04/05/2010
25,059.00		9,964.00					15,095.00	
		89. COLGATE PALMOLIVE CO WITH RIGHTS EXP PROPERTY TYPE: SECURITIES					09/26/2008	01/04/2010
7,325.00		6,842.00					483.00	
		9. COLGATE PALMOLIVE CO WITH RIGHTS EXP PROPERTY TYPE: SECURITIES					09/26/2008	07/30/2010
706.00		692.00					14.00	
		37. COLGATE PALMOLIVE CO WITH RIGHTS EXP PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
2,850.00		2,844.00					6.00	
		178. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
9,226.00		14,104.00					-4,878.00	
		18. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					01/23/2008	07/30/2010
991.00		1,250.00					-259.00	
		75. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					01/23/2008	08/12/2010
4,131.00		5,209.00					-1,078.00	
		435. CONSTELLATION BRANDS INC PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
6,990.00		8,882.00					-1,892.00	

FORM 990-PF - PART IV
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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		44. CONSTELLATION BRANDS INC PROPERTY TYPE: SECURITIES					01/23/2008	07/30/2010
747.00		898.00					-151.00	
		183. CONSTELLATION BRANDS INC PROPERTY TYPE: SECURITIES					01/23/2008	08/12/2010
3,040.00		3,737.00					-697.00	
		111. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES					03/24/2009	01/04/2010
6,620.00		5,160.00					1,460.00	
		11. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
620.00		511.00					109.00	
		47. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
2,617.00		2,185.00					432.00	
		72. DANAHER CORP PROPERTY TYPE: SECURITIES					09/26/2008	01/04/2010
5,428.00		5,274.00					154.00	
		15. DANAHER CORP PROPERTY TYPE: SECURITIES					09/26/2008	07/30/2010
574.00		529.00					45.00	
		61. DANAHER CORP PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
2,269.00		2,149.00					120.00	
		112. DARDEN RESTUARANTS INC-W/I PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
3,928.00		4,601.00					-673.00	
		11. DARDEN RESTUARANTS INC-W/I PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
459.00		452.00					7.00	
		47. DARDEN RESTUARANTS INC-W/I PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
1,904.00		1,931.00					-27.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		451. DELL INC PROPERTY TYPE: SECURITIES					04/01/2009	09/04/2009
7,025.00		4,243.00					2,782.00	
		1037. DELL INC PROPERTY TYPE: SECURITIES					01/23/2008	09/04/2009
16,152.00		26,507.00					-10,355.00	
		891. ENSCO ITNL INC. PROPERTY TYPE: SECURITIES					06/03/2009	12/24/2009
37,578.00		35,266.00					2,312.00	
		891. ENSCO PLC SPONS ADR PROPERTY TYPE: SECURITIES					06/03/2009	12/31/2009
35,988.00		37,578.00					-1,590.00	
		117.496 EUROPACIFIC GROWTH FUND PROPERTY TYPE: SECURITIES					09/26/2008	07/30/2010
4,358.00		5,179.00					-821.00	
		488.035 EUROPACIFIC GROWTH FUND PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
17,808.00		16,655.00					1,153.00	
		200000. FHLB 3.375% 5/1 PROPERTY TYPE: SECURITIES					06/09/2005	05/14/2010
200,000.00		200,000.00						
		154. FEDERATED INVESTORS INC-CL B PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
4,264.00		3,411.00					853.00	
		16. FEDERATED INVESTORS INC-CL B PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
340.00		354.00					-14.00	
		65. FEDERATED INVESTORS INC-CL B PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
1,329.00		1,437.00					-108.00	
		105. FISERV INC PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,181.00		5,065.00					116.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		11. FISERV INC PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
546.00		531.00					15.00	
		44. FISERV INC PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,168.00		2,122.00					46.00	
		82. FREEPORTMCMORAN COPPERAND GOLD INC PROPERTY TYPE: SECURITIES					03/24/2009	01/04/2010
6,815.00		3,397.00					3,418.00	
		8. FREEPORTMCMORAN COPPERAND GOLD INC PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
567.00		331.00					236.00	
		35. FREEPORTMCMORAN COPPERAND GOLD INC PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
2,470.00		1,450.00					1,020.00	
		.1475 FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					03/24/2009	07/27/2010
1.00		1.00						
		6. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
45.00		49.00					-4.00	
		159. FRONTIER COMMUNICATIONS CORP PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
1,204.00		1,291.00					-87.00	
		138. GAMESTOP CORP-A PROPERTY TYPE: SECURITIES					05/18/2009	01/04/2010
3,101.00		3,603.00					-502.00	
		363. GAMESTOP CORP-A PROPERTY TYPE: SECURITIES					05/18/2009	03/03/2010
6,447.00		9,476.00					-3,029.00	
		94. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
6,470.00		7,152.00					-682.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
607.00		761.00					-154.00	
		40. GENERAL DYNAMICS CORP PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
2,416.00		3,015.00					-599.00	
		120. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					10/06/2009	01/04/2010
5,188.00		5,481.00					-293.00	
		12. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					10/06/2009	07/30/2010
400.00		548.00					-148.00	
		51. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					10/06/2009	08/12/2010
1,754.00		2,329.00					-575.00	
		32. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,568.00		5,508.00					60.00	
		3. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
458.00		516.00					-58.00	
		13. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
1,944.00		2,237.00					-293.00	
		88.655 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					03/26/2007	07/30/2010
4,716.00		5,679.00					-963.00	
		368.24 HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
19,163.00		19,829.00					-666.00	
		157. HARRIS CORP DEL PROPERTY TYPE: SECURITIES					10/06/2009	01/04/2010
7,637.00		5,861.00					1,776.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		16. HARRIS CORP DEL PROPERTY TYPE: SECURITIES					10/06/2009	07/30/2010
713.00		597.00					116.00	
		66. HARRIS CORP DEL PROPERTY TYPE: SECURITIES					10/06/2009	08/12/2010
2,887.00		2,464.00					423.00	
		141. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					09/04/2009	01/04/2010
7,365.00		6,362.00					1,003.00	
		14. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					09/04/2009	07/30/2010
646.00		632.00					14.00	
		59. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES					09/04/2009	08/12/2010
2,369.00		2,662.00					-293.00	
		103. ITT INDUSTRIES INC PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
5,112.00		5,866.00					-754.00	
		11. ITT INDUSTRIES INC PROPERTY TYPE: SECURITIES					09/26/2008	07/30/2010
516.00		611.00					-95.00	
		43. ITT INDUSTRIES INC PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
1,887.00		2,388.00					-501.00	
		40. IBM PROPERTY TYPE: SECURITIES					09/13/2005	01/04/2010
5,295.00		3,236.00					2,059.00	
		4. IBM PROPERTY TYPE: SECURITIES					09/13/2005	07/30/2010
514.00		324.00					190.00	
		17. IBM PROPERTY TYPE: SECURITIES					09/13/2005	08/12/2010
2,184.00		1,375.00					809.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		127. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					09/26/2008	01/04/2010
5,448.00		5,589.00					-141.00	
		13. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					09/26/2008	07/30/2010
524.00		572.00					-48.00	
		53. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
2,000.00		2,332.00					-332.00	
		172.231 JANUS PERKINS MID CAP VAL I PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
3,431.00		2,453.00					978.00	
		715.385 JANUS PERKINS MID CAP VAL I PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
13,971.00		10,189.00					3,782.00	
		29. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES					02/19/2009	01/04/2010
1,578.00		1,019.00					559.00	
		60. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
3,265.00		2,663.00					602.00	
		9. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES					02/19/2009	07/30/2010
426.00		316.00					110.00	
		37. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES					02/19/2009	08/12/2010
1,702.00		1,300.00					402.00	
		1227. LSI LOGIC CORP PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
7,448.00		7,853.00					-405.00	
		125. LSI LOGIC CORP PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
497.00		800.00					-303.00	

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		517. LSI LOGIC CORP PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,131.00		3,309.00					-1,178.00	
		56. L3 COMMUNICATIONS HLDGS INCCOM PROPERTY TYPE: SECURITIES					03/24/2009	01/04/2010
4,886.00		3,733.00					1,153.00	
		6. L3 COMMUNICATIONS HLDGS INCCOM PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
438.00		400.00					38.00	
		23. L3 COMMUNICATIONS HLDGS INCCOM PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
1,628.00		1,533.00					95.00	
		78. LABORATORY CRP OF AMER HLDGS 50540R4 PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,918.00		5,913.00					5.00	
		8. LABORATORY CRP OF AMER HLDGS 50540R40 PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
582.00		606.00					-24.00	
		33. LABORATORY CRP OF AMER HLDGS 50540R4 PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,477.00		2,502.00					-25.00	
		11. LOWE'S COMPANIES INC WITH RIGHTS EXP PROPERTY TYPE: SECURITIES					03/03/2010	07/30/2010
225.00		261.00					-36.00	
		43. LOWE'S COMPANIES INC WITH RIGHTS EXP PROPERTY TYPE: SECURITIES					03/03/2010	08/12/2010
843.00		1,020.00					-177.00	
		129. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
8,126.00		4,466.00					3,660.00	
		13. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					04/01/2009	07/30/2010
809.00		450.00					359.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
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		54. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					04/01/2009	08/12/2010
3,269.00		1,869.00					1,400.00	
		106. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
6,885.00		4,319.00					2,566.00	
		11. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
527.00		445.00					82.00	
		45. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
2,118.00		1,822.00					296.00	
		154. MEDTRONICS PROPERTY TYPE: SECURITIES					03/24/2009	01/04/2010
6,764.00		4,630.00					2,134.00	
		16. MEDTRONICS PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
583.00		481.00					102.00	
		65. MEDTRONICS PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
2,336.00		1,954.00					382.00	
		110. METLIFE INC PROPERTY TYPE: SECURITIES					05/18/2009	01/04/2010
3,977.00		3,334.00					643.00	
		11. METLIFE INC PROPERTY TYPE: SECURITIES					05/18/2009	07/30/2010
459.00		333.00					126.00	
		46. METLIFE INC PROPERTY TYPE: SECURITIES					05/18/2009	08/12/2010
1,837.00		1,394.00					443.00	
		205. MICROSOFT CORP PROPERTY TYPE: SECURITIES					09/26/2008	01/04/2010
6,355.00		5,563.00					792.00	

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		21. MICROSOFT CORP PROPERTY TYPE: SECURITIES					09/26/2008	07/30/2010
537.00		570.00					-33.00	
		86. MICROSOFT CORP PROPERTY TYPE: SECURITIES					09/26/2008	08/12/2010
2,101.00		2,334.00					-233.00	
		155.416 MUNDER M/C CORE GROWTH FD Y PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
3,699.00		4,235.00					-536.00	
		645.542 MUNDER M/C CORE GROWTH FD Y PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
14,996.00		17,591.00					-2,595.00	
		123. MURPHY OIL CORP PROPERTY TYPE: SECURITIES					09/03/2009	01/04/2010
6,834.00		6,967.00					-133.00	
		13. MURPHY OIL CORP PROPERTY TYPE: SECURITIES					09/03/2009	07/30/2010
708.00		736.00					-28.00	
		51. MURPHY OIL CORP PROPERTY TYPE: SECURITIES					09/03/2009	08/12/2010
2,718.00		2,889.00					-171.00	
		31. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					12/31/2009	07/30/2010
1,194.00		1,380.00					-186.00	
		130. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					12/31/2009	08/12/2010
5,107.00		5,787.00					-680.00	
		82. NUCOR CORP PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
3,931.00		3,992.00					-61.00	
		8. NUCOR CORP PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
312.00		389.00					-77.00	

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		34. NUCOR CORP PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
1,310.00		1,655.00					-345.00	
		210. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,252.00		4,122.00					1,130.00	
		21. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
493.00		412.00					81.00	
		89. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,055.00		1,747.00					308.00	
		129. O REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES					11/06/2009	01/04/2010
4,932.00		4,998.00					-66.00	
		13. O REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES					11/06/2009	07/30/2010
636.00		504.00					132.00	
		54. O REILLY AUTOMOTIVE INC PROPERTY TYPE: SECURITIES					11/06/2009	08/12/2010
2,537.00		2,092.00					445.00	
		408.579 PIMCO LOW DURATION FUND INST CL PROPERTY TYPE: SECURITIES					08/13/2008	07/30/2010
4,311.00		4,057.00					254.00	
		1434.593 PIMCO TOTAL RETURN II-INSTL PROPERTY TYPE: SECURITIES					08/13/2008	03/10/2010
15,207.00		14,489.00					718.00	
		1951.785 PIMCO TOTAL RETURN II-INSTL PROPERTY TYPE: SECURITIES					08/13/2008	07/30/2010
21,509.00		19,713.00					1,796.00	
		23. PPL CORPORATION PROPERTY TYPE: SECURITIES					04/05/2010	07/30/2010
625.00		651.00					-26.00	

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		93. PPL CORPORATION PROPERTY TYPE: SECURITIES					04/05/2010	08/12/2010
2,422.00		2,632.00					-210.00	
		109. PROCTER AND GAMBLE PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
6,652.00		7,042.00					-390.00	
		11. PROCTER AND GAMBLE PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
675.00		709.00					-34.00	
		46. PROCTER AND GAMBLE PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,773.00		2,966.00					-193.00	
		149. PUBLIC SERVICE ENTERPRISE GROUP INC PROPERTY TYPE: SECURITIES					01/23/2008	01/04/2010
4,953.00		6,152.00					-1,199.00	
		15. PUBLIC SERVICE ENTERPRISE GROUP INC PROPERTY TYPE: SECURITIES					09/13/2005	07/30/2010
493.00		495.00					-2.00	
		63. PUBLIC SERVICE ENTERPRISE GROUP INC PROPERTY TYPE: SECURITIES					09/13/2005	08/12/2010
2,005.00		2,079.00					-74.00	
		75000. R-G PREMIER BK PR CD 1.550% 9/26 PROPERTY TYPE: SECURITIES					03/23/2010	05/07/2010
75,000.00		75,000.00						
		111. STERICYCLE INC PROPERTY TYPE: SECURITIES					11/06/2009	01/04/2010
6,132.00		6,029.00					103.00	
		11. STERICYCLE INC PROPERTY TYPE: SECURITIES					11/06/2009	07/30/2010
685.00		597.00					88.00	
		47. STERICYCLE INC PROPERTY TYPE: SECURITIES					11/06/2009	08/12/2010
2,992.00		2,553.00					439.00	

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		113. TARGET CORP PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,500.00		6,682.00					-1,182.00	
		11. TARGET CORP PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
564.00		650.00					-86.00	
		47. TARGET CORP PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,426.00		2,779.00					-353.00	
		128. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES					05/08/2009	01/04/2010
6,113.00		4,740.00					1,373.00	
		13. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES					05/08/2009	07/30/2010
584.00		481.00					103.00	
		54. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES					05/08/2009	08/12/2010
2,409.00		2,000.00					409.00	
		85. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
4,258.00		3,480.00					778.00	
		9. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
452.00		366.00					86.00	
		36. TRAVELERS COMPANIES INC PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
1,777.00		1,465.00					312.00	
		93. UNION PACIFIC PROPERTY TYPE: SECURITIES					12/28/2009	01/04/2010
6,019.00		6,077.00					-58.00	
		9. UNION PACIFIC PROPERTY TYPE: SECURITIES					12/28/2009	07/30/2010
667.00		588.00					79.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		39. UNION PACIFIC PROPERTY TYPE: SECURITIES					12/28/2009	08/12/2010
2,853.00		2,548.00					305.00	
		331. UNITED TECHNOLOGIES PROPERTY TYPE: SECURITIES					09/26/2008	11/10/2009
21,492.00		20,425.00					1,067.00	
		281. UNUMPROVIDENT CORP PROPERTY TYPE: SECURITIES					03/24/2009	01/04/2010
5,601.00		3,754.00					1,847.00	
		29. UNUMPROVIDENT CORP PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
659.00		387.00					272.00	
		118. UNUMPROVIDENT CORP PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
2,431.00		1,576.00					855.00	
		239. V F CORP PROPERTY TYPE: SECURITIES					09/26/2008	11/10/2009
17,788.00		19,063.00					-1,275.00	
		737. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES					04/01/2009	09/03/2009
13,212.00		13,596.00					-384.00	
		659. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES					01/23/2008	09/03/2009
11,813.00		36,497.00					-24,684.00	
		1396.809 VANGUARD INTER-TERM TREAS FD-AD PROPERTY TYPE: SECURITIES					09/26/2008	03/10/2010
15,714.00		16,049.00					-335.00	
		1302.713 VANGUARD INTER-TERM TREAS FD-AD PROPERTY TYPE: SECURITIES					09/26/2008	07/30/2010
15,268.00		14,886.00					382.00	
		391.762 VANGUARD S/T INVEST GR-ADM PROPERTY TYPE: SECURITIES					08/13/2008	07/30/2010
4,235.00		4,094.00					141.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		348.774 VANGUARD SMALL CAP VALUE STK INS PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
4,855.00		5,552.00					-697.00	
		1448.679 VANGUARD SMALL CAP VALUE STK IN PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
19,253.00		23,063.00					-3,810.00	
		271.58 VANGUARD S/C GROWTH INDX INS PROPERTY TYPE: SECURITIES					03/06/2007	07/30/2010
4,812.00		5,051.00					-239.00	
		1128.047 VANGUARD S/C GROWTH INDX INS PROPERTY TYPE: SECURITIES					03/06/2007	08/12/2010
19,132.00		20,982.00					-1,850.00	
		261. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
8,652.00		8,068.00					584.00	
		27. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
781.00		781.00						
		110. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
3,316.00		3,180.00					136.00	
		98. WAL-MART STORES PROPERTY TYPE: SECURITIES					08/15/2007	01/04/2010
5,333.00		4,270.00					1,063.00	
		10. WAL-MART STORES PROPERTY TYPE: SECURITIES					08/15/2007	07/30/2010
508.00		436.00					72.00	
		41. WAL-MART STORES PROPERTY TYPE: SECURITIES					08/15/2007	08/12/2010
2,059.00		1,786.00					273.00	
		147. WATSON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					04/01/2009	01/04/2010
5,918.00		4,186.00					1,732.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. WATSON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					03/24/2009	07/30/2010
604.00		424.00					180.00	
		62. WATSON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES					03/24/2009	08/12/2010
2,544.00		1,754.00					790.00	
TOTAL GAIN(LOSS)							5,029.	

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	728.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FOREIGN TAXES ON QUALIFIED FOR	474.
TOTALS	474.

STATEMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
OTHER ALLOCABLE EXPENSE-PRINCI		162.
	TOTALS	162.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FHLB NOTES	150,000.	152,345.
FFCB NOTES	253,365.	271,783.
HAMILTON COUNTY TN	75,000.	76,124.
TOTALS	478,365.	500,252.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
HARBOR INTERNATIONAL FUND	77,838.	92,616.
AUTOZONE		
FIDELITY VALUE FUND		
AMERICAN FUNDS EUROPACIFIC	73,538.	87,064.
GOLDMAN SACHS CORE FXD INC-I		
BANK AMERICA CORP	7,216.	12,722.
CVS	14,225.	10,441.
CHEVRON CORPORATION		
CHUBB CORP		
CIGNA CORP		
CONSTELLATION BRANDS	17,068.	15,294.
DANAHER CORP	10,711.	11,044.
DODGE & COX INCOME FUND	12,000.	12,246.
FAIRPOINT COMMUNICATIONS		
FIDELITY NATIONAL FINANCIAL		
GILEAD SCIENCES INC	11,602.	8,085.
GENERAL MLS INC		
HEWLETT PACKARD	13,400.	11,420.
KOHLS CORP	6,604.	8,825.
INTERNATIONAL BUSINESS MACHINE	6,715.	10,220.
ITT INDUSTRIES	12,052.	9,223.
JOHNSON & JOHNSON		
JOHNSON CONTROLS		
MUNDER M/C CORE GROWTH	74,775.	73,309.
NOVELLUS SYSTEMS		
PFIZER INC		
UNION PACIFIC	12,741.	14,223.
VANGUARD SMALL CAP VALUE EFF	92,745.	93,280.
VERIZON COMMUNICATIONS	15,929.	16,271.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VANGUARD UTILITIES		
VANGUARD TELECOMMUNICATIONSER		
WATSON PHARMACEUTICALS	8,799.	13,395.
VANGUARD INTER TERM BOND	44,660.	47,025.
ALLSTATE CORP	16,497.	10,433.
ADOBE SYSTEMS		
AMERICAN ELEC POWER		
AMERICAN INTERNATIONAL GROUP		
AMGEN		
APACHE CORP	18,392.	20,486.
BMC SOFTWARE	20,662.	19,179.
BURLINGTON NORTHERN SANTA FE		
CARDINAL HEALTH		
CHESAPEAKE ENERGY CORP		
CISCO SYSTEMS	13,573.	9,593.
CONOCO PHILLIPS	21,381.	19,661.
COSTCO WHOLESALE GROUP	10,865.	13,221.
DARDEN RESTAURANTS	9,737.	9,779.
DELL		
DEVON ENERGY CORPORATION		
FIRST ENERGY		
FISERV INC.	10,709.	11,102.
FOREST LABS		
GAMESTOP CORP		
GENERAL DYNAMICS CORP	13,948.	11,118.
GENERAL FINANCIAL		
GOLDMAN SACHS GROUP	11,531.	9,174.
HARBOR BOND FUND	12,000.	12,629.
HARRIS CORPORATION	12,394.	13,967.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INGERSOL RAND COMPANY		
LABORATORY CORP AMERICA	12,512.	12,055.
LOWES COMPANIES	5,147.	4,401.
LSI CORPORATION	11,831.	10,430.
L3 COMMUNICATIONS HOLDINGS	7,799.	7,792.
NATIONAL OILWELL INC	28,893.	24,422.
NUCOR CORP	7,240.	6,363.
O REILLY AUTOMOTIVE	10,539.	12,857.
ORACLE CORPORATION	8,696.	9,677.
PPL CORPORATION	13,215.	12,684.
PROCTOR & GAMBLE	14,830.	13,724.
PUBLIC SERVICE ENTERPRISE	9,546.	10,035.
STERICYCLE INC.	12,709.	15,327.
SPRINT NEXTEL		
TARGET CORP	7,931.	12,176.
TEXAS INSTRUMENTS		
UNITED TECHNOLOGIES CORP		
VF CORP		
VALERO ENERGY		
WAL MART STORES	9,020.	10,379.
WALGREEN		
WHIRLPOOL CORP		
WYETH		
MURPHY OIL CORPORATION	14,614.	13,818.
VANGUARD S/C GROWTH INDEX	98,066.	92,652.
PIMCO LOW DURATION FUND	90,005.	91,066.
PIMCO TOTL RETURN	42,762.	47,770.
VANGUARD SHORT TERM INVESTMENT	62,390.	63,153.
AES CORP		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CENTERPOINT ENERGY		
COGNIZANT TECHNOLOGY		
COLGATE PALMOLIVE	13,602.	13,882.
ENSCO INTERNATIONAL		
FEDERATED INVESTORS	7,205.	6,797.
FREEPORTMCMORAN	7,133.	12,526.
JP MORGAN CHASE & CO	11,463.	9,744.
MCKESSON CORP	9,382.	15,732.
MEDCO HEALTH SOLUTIONS	9,069.	9,740.
MEDTRONIC	9,763.	10,253.
METLIFE	7,032.	8,734.
MICROSOFT	11,696.	10,113.
THERMO FISHER SCIENTIFIC	9,999.	11,372.
TRAVELERS COMPANIES	7,285.	8,769.
UNUM PROVIDENT	7,802.	11,850.
JANUS PERKINS MID CAP VALUE	52,573.	67,978.
TOTALS	1,316,056.	1,375,316.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PROCTER & GAMBLE	50,343.	57,835.
WAL MART STORES	48,976.	56,185.
MERRILL LYNCH MTN	100,381.	107,088.
BANK OF AMERICA	75,000.	76,046.
TOTALS	274,700.	297,154.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING/TIMING DIFFERENCES		321.
	TOTAL	321.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
TN

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.
===

NOT REQUIRED BY THE STATE OF TENNESSEE

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: FIRST TENNESSEE BANK NA

ADDRESS: TRUST DIVISION, 800 S. GAY STREET
KNOXVILLE, TN 37995-1230

TELEPHONE NUMBER: (865)971-2280

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
FIRST TENNESSEE BANK
ADDRESS:
TRUST DIVISION
KNOXVILLE, TN 37995-12,
TITLE:
TRUSTEE
COMPENSATION .... 22,269.

OFFICER NAME:
DR. THOMAS RODDY
ADDRESS:
C/O FIRST TENNESSEE BANK TRUST DIVI
KNOXVILLE, TN 37995-12,
TITLE:
MANAGER

OFFICER NAME:
ROBERT MCDONALD
ADDRESS:
C/O FIRST TENNESSEE BANK TRUST DIVI
KNOXVILLE, TN 37995-12,
TITLE:
MANAGER

OFFICER NAME:
DAVID LANTZ, EXECUTIVE VICE PRESIDE
ADDRESS:
FIRST TENNESSEE BANK TRUST DIVISION
KNOXVILLE, TN 37995-12,
TITLE:
MANAGER

TOTAL COMPENSATION: 22,269.

RECIPIENT NAME:
DAVID B. LANTZ
ADDRESS:
FIRST TENNESSEE BANK TRUST DIVISION
KNOXVILLE, TN 37995-1230
RECIPIENT'S PHONE NUMBER: 865-971-2023
FORM, INFORMATION AND MATERIALS:
GRANT APPLICATION FORM - CONTACT
THE FOUNDATION FOR A COPY
SUBMISSION DEADLINES:
JUNE 30 OF CURRENT FISCAL YEAR
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE GRANT POLICY - CONTACT
THE FOUNDATION FOR A COPY

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
OPERATION INASMUCH
ADDRESS:
4815 SANTA MONICA ROAD
KNOXVILLE, TN 37918
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY SERVICE PROJECTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BAPTIST COLLEGIATE
MINISTRY
ADDRESS:
1811 MELROSE AVENUE
KNOXVILLE, TN 37916
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FUNDING OF MISSION PROJECT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
KNOXVILLE-KNOX COUNTY
COUNCIL ON AGING
ADDRESS:
2247 WESTERN AVENUE
KNOXVILLE, TN 37950-1650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACCESSIBLE EQUIPMENT FOR SENIORS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
THE NEXT DOOR
ADDRESS:
P.O. BOX 282
KNOXVILLE, TN 37901
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ASSISTANCE TO WOMEN IN CRISIS SITUATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
THE SALVATION ARMY
KNOXVILLE AREA COMMAND
ADDRESS:
409 N. BROADWAY
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EMERGENCY ASSISTANCE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
KING COLLEGE, INC.
ADDRESS:
1350 KING COLLEGE ROAD
BRISTOL, TN 37620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WEST END ACADEMY
ADDRESS:
5311 MCKAMEY ROAD
KNOXVILLE, TN 37921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO STUDENTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
KNOXVILLE HABITAT FOR
HUMANITY
ADDRESS:
P.O. BOX 27478
KNOXVILLE, TN 37927
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOME CONSTRUCTION MATERIALS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
INTERFAITH HEALTH CLINIC
ADDRESS:
315 GILL AVENUE
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PATIENT CARE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
THOMPSON CANCER SURVIVAL
CENTER FOUNDATION
ADDRESS:
1915 WHITE AVENUE
KNOXVILLE, TN 37916
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CANCER OUTREACH SERVICES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CARSON-NEWMAN COLLEGE
ADDRESS:
1646 RUSSELL AVENUE
JEFFERSON CITY, TN 37760
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VOCATIONAL MINISTRY SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CENTRAL BAPTIST CHURCH OF
FOUNTAIN CITY
ADDRESS:
5364 NORTH BROADWAY STREE
KNOXVILLE, TN 37918
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEADERSHIP TRAINING AND MISSIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
CHILD & FAMILY TENNESSEE
ADDRESS:
901 EAST SUMMITT HILL DR
KNOXVILLE, TN 37915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILY CRISIS CENTER OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
KNOX COUNTY ASSOCIATION
OF BAPTISTS
ADDRESS:
7709 WESTLAND DRIVE
KNOXVILLE, TN 37939-1028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MISSIONS SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION
OF EAST TENNESSEE
ADDRESS:
P.O. BOX 32731
KNOXVILLE, TN 37930-2731
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH ACTIVITIES TO PREVENT SUICIDE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
GOODWILL INDUSTRIES -
KNOXVILLE, INC.
ADDRESS:
5508 KINGSTON PIKE
KNOXVILLE, TN 37939-1066
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
NURSING TRAINING PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TN BAPTIST ADULT HOME
ADDRESS:
5001 MARYLAND WAY
BRENTWOOD, TN 37027-7509
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF VAN FOR GROUP HOME USE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
SECOND HARVEST FOOD BANK
OF NORTHEAST TENNESSEE
ADDRESS:
127 DILLON COURT
GRAY, TN 37615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD PURCHASES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
VOLUNTEER MINISTRY CENTER
ADDRESS:
103 S. GAY STREET
KNOXVILLE, TN 37902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOUSING SUPPORT, REFUGE, AND HOLIDAY STORE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
CATHOLIC CHARITIES OF
EAST TENNESSEE
ADDRESS:
3009 LAKE BROOK BLVD
KNOXVILLE, TN 37909
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SENIOR CITIZEN HOUSING AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EMERALD YOUTH FOUNDATION
ADDRESS:
1718 N. CENTRAL STREET
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEADERSHIP TRAINING FOR YOUTH
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
KNOXVILLE LEADERSHIP
FOUNDATION
ADDRESS:
901 E. SUMMITT HILL DRIVE
KNOXVILLE, TN 37915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MENTORING PROGRAM FOR CHILDREN
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
FOCUS GROUP PRISON
MINISTRIES
ADDRESS:
6300 DEANE HILL DRIVE
KNOXVILLE, TN 37919
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO CLIENTS AND SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
JOHNSON BIBLE COLLEGE
ADDRESS:
7900 JOHNSON DRIVE
KNOXVILLE, TN 37998
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YOUNG LIFE KNOXVILLE
ADDRESS:
911 MOUNTCASTLE ROAD
KNOXVILLE, TN 37916
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH TO TEENAGERS - CAMPING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 122,000.

FEDERAL CAPITAL GAIN DIVIDENDS

SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO LOW DURATION FUND INST CL	14.00	
PIMCO TOTAL RETURN II-INSTL	412.00	
VANGUARD INTER-TERM TREAS FD-ADM	1,069.00	
TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS		1,495.00

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO LOW DURATION FUND INST CL	2.00	
VANGUARD INTER-TERM TREAS FD-ADM	1,452.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,454.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,454.00

ESTIMATED TAX WORKSHEET FOR FORM 990-W

A	2010 Estimated Tax			A	
B	Enter 100 % of Line A	B			
C.	Enter 100 % of tax on 2009 FORM 990-PF	C	559		
D.	Required Annual Payment (Smaller of lines B or C)			D	559.
E	Income tax withheld (if applicable)			E	NONE
F	**Balance** (As rounded to the nearest multiple of 4)			F	560.

Record of Estimated Tax Payments

Payment number	(a) Date	(b) Amount	(c) 2009 overpayment credit applied	(d) Total amount paid and credited (add (b) and (c))
1	01/17/2011	103.	37.	140.
2	02/15/2011	140.		140.
3	05/16/2011	140.		140.
4	08/15/2011	140.		140.
Total		523.	37.	560.

ESTIMATED PAYMENTS MUST BE MADE USING EITHER THE ELECTRONIC FEDERAL TAX PAYMENTS SYSTEM (EFTPS) OR IF ALLOWABLE, FEDERAL TAX DEPOSIT COUPONS (FORM 8109). THIS WORKSHEET MERELY PROVIDES THE AMOUNTS WHICH NEED TO BE PAID VIA ONE OF THE ABOVE METHODS.