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Return of Private Foundation

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Serviceor 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.

For calendar year 2009, or tax year beginning NOV 1, 2009, and ending OCT 31, 2010

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 GHEENS FOUNDATION, INC.		A Employer identification number 61-6031406
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number 502-584-4650
	401 WEST MAIN STREET		
	City or town, state, and ZIP code LOUISVILLE, KY 40202		
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			C If exemption application is pending, check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 81,079,935.			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	36,808.	36,808.		STATEMENT 1
4	Dividends and interest from securities	1,960,503.	1,960,503.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,947,417.			
b	Gross sales price for all assets on line 6a	49,698,658.			
7	Capital gain net income (from Part IV, line 2)		1,947,417.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	5,077,933.	5,077,933.		STATEMENT 3
12	Total. Add lines 1 through 11	9,022,661.	9,022,661.		
13	Compensation of officers, directors, trustees, etc.	307,183.	184,533.		122,650.
14	Other employee salaries and wages	60,363.	24,145.		36,218.
15	Pension plans, employee benefits	40,426.	20,213.		20,213.
16a	Legal fees	221.	133.		88.
b	Accounting fees	22,947.	11,473.		11,474.
c	Other professional fees	52,887.	52,887.		0.
17	Interest	187,875.	7,700.		11,550.
18	Taxes	925.	925.		
19	Depreciation and depletion	28,305.	14,153.		14,152.
20	Other expenses	7,191.	3,596.		3,595.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	276,060.	271,643.		4,417.
24	Total operating and administrative expenses. Add lines 13 through 23	984,383.	591,401.		224,357.
25	Contributions, gifts, grants paid	2,597,791.			3,007,734.
26	Total expenses and disbursements. Add lines 24 and 25	3,582,174.	591,401.		3,232,091.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	5,440,487.			
b	Net investment income (if negative, enter -0-)		8,431,260.		
c	Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	412,358.	526,714.	526,714.
	2 Savings and temporary cash investments	11,160,252.	13,001,299.	13,001,299.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	163,725.	68,615.	68,615.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment: basis ▶ 1,827,012.			
	Less: accumulated depreciation ▶ 1,827,012.			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	60,761,366.	63,945,799.	67,294,158.
	14 Land, buildings, and equipment: basis ▶ 48,612.			
	Less: accumulated depreciation STMT 9 ▶ 43,618.	2,238.	4,994.	4,994.
	15 Other assets (describe ▶ OTHER RECEIVABLES)	118,753.	184,155.	184,155.
	16 Total assets (to be completed by all filers)	72,618,692.	77,731,576.	81,079,935.
	17 Accounts payable and accrued expenses	10,130.	138,950.	
	18 Grants payable	3,433,335.	2,976,912.	
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	3,443,465.	3,115,862.	
	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	69,175,227.	74,615,714.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	69,175,227.	74,615,714.	
	31 Total liabilities and net assets/fund balances	72,618,692.	77,731,576.	

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	69,175,227.
2 Enter amount from Part I, line 27a	2	5,440,487.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	74,615,714.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	74,615,714.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 49,698,658.		47,751,241.	1,947,417.

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			1,947,417.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,947,417.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 }	3	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	4,112,161.	66,581,902.	.061761
2007	4,069,938.	84,849,641.	.047966
2006	4,118,589.	90,078,844.	.045722
2005	3,404,816.	84,549,629.	.040270
2004	3,711,016.	80,039,606.	.046365

2 Total of line 1, column (d)	2	.242084
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	.048417
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	75,684,921.
5 Multiply line 4 by line 3	5	3,664,437.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	84,313.
7 Add lines 5 and 6	7	3,748,750.
8 Enter qualifying distributions from Part XII, line 4	8	3,232,091.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate.
See the Part VI instructions.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	168,625.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	168,625.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	168,625.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	53,440.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	53,440.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2,950.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	118,135.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ 0. (2) On foundation managers. ▶ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY		
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	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)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.GHEENSFOUNDATION.ORG	13	X	
14	The books are in care of ► CARL THOMAS Telephone no. ► 502-584-4650 Located at ► 401 WEST MAIN STREET, SUITE 705, LOUISVILLE, KY ZIP+4 ► 40202			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

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

Form 990-PF (2009)

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

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?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		307,183.	0.	0.

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

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

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

0

Form 990-PF (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	74,700,742.
b	Average of monthly cash balances	1b	573,786.
c	Fair market value of all other assets	1c	1,562,955.
d	Total (add lines 1a, b, and c)	1d	76,837,483.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	76,837,483.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,152,562.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,684,921.
6	Minimum investment return. Enter 5% of line 5	6	3,784,246.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	3,784,246.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	168,625.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	168,625.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,615,621.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,615,621.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,615,621.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,232,091.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,232,091.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,232,091.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,615,621.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	828,186.			
f Total of lines 3a through e	828,186.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 3,232,091.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				3,232,091.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	383,530.			383,530.
6 Enter the net total of each column as indicated below:	444,656.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	444,656.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008	444,656.			
e Excess from 2009				

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 ATTACHED LIST	UNRELATED	EXEMPT	CHARITABLE PURPOSES	3007734.
Total			▶ 3a	3007734.
b Approved for future payment SEE ATTACHED LIST	UNRELATED	EXEMPT	CHARITABLE PURPOSES	3057542.
Total			▶ 3b	3057542.

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

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

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

(1) Cash

(2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

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

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

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

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

☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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

Sign Here

Charles Thomas
Signature of officer or trustee

Date _____

EXECUTIVE DIRECTOR

➤ Title

Preparer's
signature

Firm's name (or yours if self-employed),
address, and ZIP code

MOUNTJOY CHILTON MEDLEY LLP

462 S. FOURTH ST, 2000 MEIDINGER TOWER
LOUISVILLE, KY 40202-3445

Date

2-19-11

☐ Check if self-employee

Preparer's identifying number

Ein ►

Phone no. (502) 749-1900

Form **990-PF** (2009)

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 ATTACHED WEDGE INVESTMENT STATEMENT	P	VARIOUS	VARIOUS
b	SEE ATTACHED MID CAP EQUITY FUND STMT	P	VARIOUS	VARIOUS
c	SEE ATTACHED ALLEGIANCE CAPITAL STMT	P	VARIOUS	VARIOUS
d	SEE ATTACHED PNC FIXED INCOME STMT	P	VARIOUS	VARIOUS
e	SEE ATTACHED CHASE INVESTMENT STMT	P	VARIOUS	VARIOUS
f	SEE ATTACHED MAINSTREAM FUND STMT	P	VARIOUS	VARIOUS
g	SEE ATTACHED NFJ INVESTMENT STMT	P	VARIOUS	VARIOUS
h	SEE ATTACHED NWQ INVESTMENT STMT	P	VARIOUS	VARIOUS
i	SEE ATTACHED INTERNATIONAL STMT	P	VARIOUS	VARIOUS
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 820,535.		689,829.	130,706.
b 100,510.		100,510.	0.
c 6,428,659.		6,446,291.	-17,632.
d 9,737,193.		9,711,465.	25,728.
e 24,541,130.		22,773,903.	1,767,227.
f 3,296,733.		3,533,926.	-237,193.
g 2,725,138.		2,664,515.	60,623.
h 1,981,947.		1,779,322.	202,625.
i 51,480.		51,480.	0.
j 15,333.			15,333.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			130,706.
b			0.
c			-17,632.
d			25,728.
e			1,767,227.
f			-237,193.
g			60,623.
h			202,625.
i			0.
j			15,333.
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,947,417.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
VARIOUS INTEREST INCOME	36,808.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	36,808.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS SECURITIES	1,975,836.	15,333.	1,960,503.
TOTAL TO FM 990-PF, PART I, LN 4	1,975,836.	15,333.	1,960,503.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MINERAL INTERESTS (NET)	5,060,524.	5,060,524.	
MISCELLANEOUS INCOME	17,409.	17,409.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,077,933.	5,077,933.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GREENEBAUM, DOLL, & MCDONALD	221.	133.		88.
TO FM 990-PF, PG 1, LN 16A	221.	133.		88.

FORM 990-PF	ACCOUNTING FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
BUSCHERMOHLE & CO. PSC	13,786.	6,893.		6,893.	
MOUNTJOY CHILTON MEDLEY	9,161.	4,580.		4,581.	
TO FORM 990-PF, PG 1, LN 16B	22,947.	11,473.		11,474.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MERRILL LYNCH CONSULTING SERVICES	43,087.	43,087.		0.	
ASCENSUS	2,000.	2,000.		0.	
OTHER	7,800.	7,800.		0.	
TO FORM 990-PF, PG 1, LN 16C	52,887.	52,887.		0.	

FORM 990-PF	TAXES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAX	19,250.	7,700.		11,550.	
EXCISE TAX	168,625.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	187,875.	7,700.		11,550.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INSURANCE - GENERAL	24,917.	23,671.		1,246.	
INVESTMENT FEES	244,800.	244,800.		0.	
TELEPHONE	2,017.	1,009.		1,008.	
OFFICE EXPENSE	4,326.	2,163.		2,163.	
TO FORM 990-PF, PG 1, LN 23	276,060.	271,643.		4,417.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	9
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE	
BUILDINGS & EQUIPMENT	48,612.	43,618.	4,994.	4,994.	
TO 990-PF, PART II, LN 14	48,612.	43,618.	4,994.	4,994.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
INVESTMENTS	COST	63,945,799.	67,294,158.	
TOTAL TO FORM 990-PF, PART II, LINE 13		63,945,799.	67,294,158.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CARL M. THOMAS 401 WEST MAIN ST, STE. 705 LOUISVILLE, KY 40202	EXECUTIVE DIRECTOR 32.50	155,268.	0.	0.
MICHAEL B. MOUNTJOY 462 S. FOURTH ST., #2000 LOUISVILLE, KY 40202	V.P./TREASURER/TRUSTEE 2.50	39,583.	0.	0.
MORTON BOYD 13415 HIGHWAY 42 PROSPECT, KY 40249	PRESIDENT/CEO/TRUSTEE 5.00	55,583.	0.	0.
WILLIAM H. DUNCAN, JR. 146 WESTWIND ROAD LOUISVILLE, KY 40207	SECRETARY/TRUSTEE 2.50	25,583.	0.	0.
PHOEBE A. WOOD 1045 ALTA VISTA RD. LOUISVILLE, KY 40205	TRUSTEE 1.25	15,583.	0.	0.
LAMAN A. GRAY, JR., M.D. 302 E. MUHAMMAD ALI BLVD. LOUISVILLE, KY 40202	TRUSTEE 1.25	15,583.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		307,183.	0.	0.

THE GHEENS FOUNDATION
INTERNATIONAL 2133-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
05/28/10	PNC GOVT MONEY MARKET FUND #405	25,000 00	25,000.00	<u>-</u> -
07/30/10	PNC GOVT MONEY MARKET FUND #405	740 22	740.22	<u>-</u> -
		25,740 22	25,740 22	<u>-</u> -
		51,480 44	51,480.44	-

THE GHEENS FOUNDATION, INC

NWQ 2286-1

October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
12/01/09	EOG RES INC SOLD 200 SHARES	15,214 90	17,911 45	2,696 55
12/09/09	EOG RES INC SOLD 400 SHARES	30,429 80	35,477 00	5,047 20
12/17/09	EOG RES INC SOLD 100 SHARES	7,607.45	9,054.85	1,447.40
12/17/09	EOG RES INC SOLD 400 SHARES	30,429 80	36,178 02	5,748 22
12/23/09	NOBLE ENERGY INC SOLD 400 SHARES	24,102 40	28,617.14	4,514 74
12/29/09	NOBLE ENERGY INC SOLD 800 SHARES	42,517 17	57,677.40	15,160 23
12/31/09	RAYTHEON CO SOLD 700 SHARES	27,088 53	36,852 09	9,763 56
				<u>44,377 90</u>
01/12/10	COMCAST CORP SPECIAL CL A SOLD 2700 SHARES	45,399.63	43,687 84	(1,711 79)
01/29/10	NOBLE ENERGY INC SOLD 200 SHARES	6,495.27	15,605 32	9,110.05
				<u>7,398 26</u>
02/04/10	NOBLE ENERGY INC SOLD 300 SHARES	9,742 91	22,630 87	12,887 96
02/23/10	RAYTHEON CO SOLD 400 SHARES	15,479 16	22,142.44	6,663 28
02/23/10	RAYTHEON CO SOLD 500 SHARES	19,348 95	27,687 75	8,338 80
				<u>27,890 04</u>
03/03/10	UNION PAC CORP SOLD 400 SHARES	12,914 90	27,123 82	14,208 92
03/03/10	UNION PAC CORP SOLD 300 SHARES	9,686.18	20,334.34	10,648 16
03/15/10	NOBLE ENERGY INC SOLD 500 SHARES	16,238 17	36,732 23	20,494 06
03/22/10	CITIGROUP INC SOLD 13200 SHARES	41,580 00	53,838 15	12,258 15
03/23/10	COMCAST CORP SPECIAL CL A SOLD 1200 SHARES	17,488 68	20,133 10	2,644 42
03/24/10	COMCAST CORP SPECIAL CL A SOLD 2600 SHARES	37,870 72	43,487 82	5,617 10
03/24/10	COMCAST CORP SPECIAL CL A SOLD 800 SHARES	11,634 64	13,523 82	1,889.18
				<u>67,759 99</u>
04/01/10	CONOCOPHILLIPS SOLD 600 SHARES	31,139 52	30,693.92	(445 60)
04/01/10	CONOCOPHILLIPS SOLD 700 SHARES	36,026 38	35,772 96	(253 42)
04/08/10	GENWORTH FINANCIAL INC CL A SOLD 1900 SHARES	54,833.00	35,465 36	(19,367 64)
04/09/10	GENWORTH FINANCIAL INC CL A SOLD 1600 SHARES	41,648 00	29,847.49	(11,800 51)
04/19/10	VIACOM INC NEW CL B SOLD 1600 SHARES	69,816 60	57,631 50	(12,185 10)
04/19/10	CITIGROUP INC SOLD 4000 SHARES	12,600 00	19,479 67	6,879 67
04/20/10	CITIGROUP INC SOLD 5500 SHARES	17,325 00	27,296 03	9,971.03
04/21/10	JPMORGAN CHASE & CO SOLD 600 SHARES	23,502 00	27,612.97	4,110 97
04/21/10	CITIGROUP INC SOLD 3200 SHARES	10,080 00	14,638 15	4,558.15
04/29/10	GENWORTH FINANCIAL INC CL A SOLD 600 SHARES	15,618 00	11,404.37	(4,213 63)
04/29/10	PITNEY BOWES INC SOLD 2100 SHARES	93,156 00	54,453 96	(38,702.04)
				<u>(61,448 12)</u>
05/13/10	A T & T INC SOLD 2200 SHARES	51,878.54	55,266 14	3,387.60
05/13/10	A T & T INC SOLD 2100 SHARES	49,553 07	52,978 74	3,425 67
05/28/10	PNC GOVT MONEY MARKET FUND #405	177,704 04	177,704 04	-
				<u>6,813 27</u>
06/03/10	GENWORTH FINL INC CL A SOLD 1500 SHARES	39,045 00	24,005 14	(15,039 86)
06/17/10	CONOCOPHILLIPS SOLD 400 SHARES	19,810 73	21,625.51	1,814 78
06/18/10	CONOCOPHILLIPS SOLD 400 SHARES	17,570 00	21,486 87	3,916 87
06/18/10	CONOCOPHILLIPS SOLD 370 SHARES	16,252 25	19,884 46	3,632 21
06/21/10	CONOCOPHILLIPS SOLD 400 SHARES	17,570 00	21,478 39	3,908 39
06/21/10	RAYTHEON COMPANY SOLD 300 SHARES	11,609 37	15,881 07	4,271 70
06/23/10	CVS CAREMARK CORPORATION SOLD 700 SHARES	21,725 13	23,149 58	1,424 45
06/25/10	CVS CAREMARK CORPORATION SOLD 1100 SHARES	34,139 49	34,875 46	735 97
06/25/10	RAYTHEON COMPANY SOLD 300 SHARES	11,609 37	15,945 96	4,336 59
				<u>9,001 10</u>

THE GHEENS FOUNDATION, INC

NWQ 2286-1

October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
07/16/10	FRONTIER COMMUNICATIONS CASH IN LIEU OF .104 FRACTIONAL SHARES	1 11	0 76	(0 35)
07/26/10	VERIZON COMMUNICATIONS INC SOLD 1200 SHARES	45,483 87	31,938 65	(13,545.22)
07/28/10	VERIZON COMMUNICATIONS INC SOLD 500 SHARES	18,951 61	13,493.37	(5,458 24)
07/28/10	VERIZON COMMUNICATIONS INC SOLD 900 SHARES	34,112.91	24,316 23	(9,796 68)
				(28,800 49)
08/24/10	MOSAIC CO SOLD 600 SHARES	15,691 26	34,370 77	18,679 51
08/24/10	MOSAIC CO SOLD 500 SHARES	13,076 05	28,317 17	15,241 12
08/25/10	MOSAIC CO SOLD 200 SHARES	5,230 42	11,299 53	6,069 11
08/31/10	PNC GOVT MONEY MARKET FUND #405	6,713 50	6,713.50	-
				39,989 74
09/03/10	KIMBERLY-CLARK CORP SOLD 900 SHARES	55,901 48	58,014 00	2,112.52
09/16/10	FRONTIER COMMUNICATIONS CO SOLD 624 SHARES	6,641 71	4,778 64	(1,863 07)
09/23/10	KIMBERLY-CLARK CORP SOLD 300 SHARES	18,633 83	20,097 68	1,463.85
09/24/10	KIMBERLY-CLARK CORP SOLD 200 SHARES	12,422 55	13,282 98	860 43
				2,573 73
10/01/10	PHILIP MORRIS INTERNAT-W/I SOLD 1200 SHARES	52,312 23	66,933 90	14,621 67
10/01/10	PHILIP MORRIS INTERNAT-W/I SOLD 100 SHARES	2,893.22	5,577 90	2,684 68
10/12/10	MOSIAC CO SOLD 300 SHARES	7,845 63	18,331 49	10,485 86
10/13/10	MOSIAC CO SOLD 200 SHARES	5,230 42	12,295 23	7,064 81
10/14/10	MOSIAC CO SOLD 300 SHARES	7,845.63	19,900.67	12,055 04
10/14/10	MOSIAC CO SOLD 400 SHARES	10,460 84	26,378 55	15,917 71
10/14/10	MOSIAC CO SOLD 200 SHARES	5,230 42	13,349 87	8,119 45
10/18/10	CBS CORP CLASS B WI SOLD 300 SHARES	8,616 51	5,409 20	(3,207.31)
10/19/10	CBS CORP CLASS B WI SOLD 700 SHARES	20,105 20	12,281.99	(7,823 21)
10/20/10	CBS CORP CLASS B WI SOLD 1300 SHARES	37,207 46	22,778 21	(14,429 25)
10/20/10	NOBLE ENERGY INC SOLD 300 SHARES	18,811 50	23,404 67	4,593 17
10/21/10	CBS CORP CLASS B WI SOLD 400 SHARES	11,359 36	6,990 28	(4,369 08)
10/21/10	NOBLE ENERGY INC SOLD 100 SHARES	6,270 50	7,870 28	1,599 78
10/21/10	NOBLE ENERGY INC SOLD 100 SHARES	6,270 50	7,868 40	1,597 90
10/21/10	NOBLE ENERGY INC SOLD 700 SHARES	24,620 93	54,973 29	30,352 36
10/22/10	NOBLE ENERGY INC SOLD 100 SHARES	3,058 41	7,743 15	4,684.74
10/25/10	CBS CORP CLASS B WI SOLD 100 SHARES	2,798 89	1,750 76	(1,048 13)
10/26/10	CBS CORP CLASS B WI SOLD 100 SHARES	2,798 90	1,751 97	(1,046 93)
10/26/10	CBS CORP CLASS B WI SOLD 300 SHARES	8,355.76	5,242.53	(3,113 23)
10/26/10	NOBLE ENERGY INC SOLD 100 SHARES	3,058 40	7,725 69	4,667.29
10/27/10	CBS CORP CLASS B WI SOLD 100 SHARES	2,771 61	1,725 12	(1,046 49)
10/27/10	NOBLE ENERGY INC SOLD 100 SHARES	3,058.41	7,766 92	4,708 51
				87,069 34
		1,779,321 78	1,981,946 54	202,624 76

THE GHEENS FOUNDATION, INC
 NFJ INVESTMENT 2280-1
 October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
11/02/09	CHEVRON CORP SOLD 500 SHARES	27,324 70	38,177.46	10,852 76
11/02/09	BOEING CO SOLD 200 SHARES	13,318 96	9,503 51	(3,815.45)
11/02/09	NORFOLK SOUTHN CORP SOLD 800 SHARES	29,179 21	37,473.35	8,294 14
11/02/09	MATTEL INC SOLD 600 SHARES	9,852.30	11,138 17	1,285 87
11/02/09	DIAMOND OFFSHORE DRILLING INC SOLD 100 SHARES	13,993.22	10,113 48	(3,879 74)
11/02/09	MICROSOFT CORP SOLD 900 SHARES	21,127 64	25,330 38	4,202 74
11/03/09	BOEING CO SOLD 800 SHARES	52,301 52	38,827 16	(13,474 36)
11/04/09	BOEING CO SOLD 400 SHARES	25,940.00	19,395 58	(6,544.42)
11/05/09	BOEING CO SOLD 600 SHARES	38,728 41	28,895 61	(9,832 80)
11/06/09	BOEING CO SOLD 400 SHARES	25,697 88	19,229 18	(6,468 70)
11/09/09	BOEING CO SOLD 100 SHARES	5,659 57	4,825 10	(834 47)
11/16/09	NORFOLK SOUTHN CORP SOLD 100 SHARES	3,578 12	5,180 51	1,602 39
11/16/09	ENCANA CORPORATION SOLD 200 SHARES	14,120 74	11,744 53	(2,376 21)
11/16/09	SUPERVALU INC SOLD 700 SHARES	13,332 36	11,493 84	(1,838 52)
11/16/09	NORFOLK SOUTHN CORP SOLD 400 SHARES	14,245 85	20,803 50	6,557 65
11/16/09	ENCANA CORPORATION SOLD 300 SHARES	20,563 64	17,443 08	(3,120 56)
11/17/09	SUPERVALU INC SOLD 100 SHARES	1,882 97	1,597 53	(285 44)
11/17/09	NORFOLK SOUTHN CORP SOLD 600 SHARES	20,711 47	31,136.73	10,425 26
11/17/09	ENCANA CORPORATION SOLD 300 SHARES	20,222 36	16,917 28	(3,305 08)
11/17/09	SUPERVALU INC SOLD 300 SHARES	5,629 15	4,840 56	(788 59)
11/18/09	SUPERVALU INC SOLD 500 SHARES	9,172 36	7,949 89	(1,222 47)
11/18/09	NORFOLK SOUTHN CORP SOLD 500 SHARES	16,993 48	25,768 83	8,775 35
11/18/09	ENCANA CORPORATION SOLD 200 SHARES	13,342 62	11,221 81	(2,120 81)
11/19/09	NORFOLK SOUTHN CORP SOLD 300 SHARES	9,900 97	15,529.88	5,628 91
11/19/09	SUPERVALU INC SOLD 400 SHARES	7,209 84	6,338 07	(871 77)
11/19/09	ENCANA CORPORATION SOLD 200 SHARES	13,089 52	11,197 65	(1,891 87)
11/20/09	NORFOLK SOUTHN CORP SOLD 300 SHARES	9,680 97	15,438 02	5,757 05
11/20/09	SUPERVALU INC SOLD 400 SHARES	7,161 01	6,233 71	(927.30)
11/20/09	ENCANA CORPORATION SOLD 300 SHARES	19,254 63	16,465 67	(2,788 96)
11/23/09	NORFOLK SOUTHN CORP SOLD 200 SHARES	6,287 00	10,288 03	4,001 03
11/23/09	ENCANA CORPORATION SOLD 100 SHARES	6,384 92	5,546 21	(838 71)
11/23/09	SUPERVALU INC SOLD 200 SHARES	3,552 38	3,108 29	(444 09)
11/24/09	SUPERVALU INC SOLD 557 SHARES	9,783 74	8,437 38	(1,346 36)
11/24/09	NORFOLK SOUTHN SOLD 300 SHARES	9,398 64	15,238 49	5,839 85
11/24/09	ENCANA CORPORATION SOLD 100 SHARES	6,365 61	5,313 85	(1,051 76)
11/25/09	SUPERVALU INC SOLD 500 SHARES	8,697.23	7,487 70	(1,209 53)
11/25/09	DONNELLEY R R & SONS CO SOLD 900 SHARES	30,332 05	18,243.70	(12,088 35)
11/25/09	INTERANTIONAL BUSINESS MACHS CORP SOLD 100 SHARES	10,303 46	12,688 84	2,385 38
11/25/09	ENCANA CORPORATION SOLD 200 SHARES	12,717 73	10,514 02	(2,203 71)
11/27/09	SUPERVALU INC SOLD 800 SHARES	13,647 90	12,014 73	(1,633 17)
11/27/09	ENCANA CORPORATION SOLD 100 SHARES	6,352 12	5,398 43	(953 69)
11/30/09	SUPERVALU INC SOLD 200 SHARES	3,239 24	2,962 82	(276 42)
11/30/09	ENCANA CORPORATION SOLD 300 SHARES	14,629 58	15,847 09	1,217 51
				(11,607 42)
12/01/09	ENCANA CORPORATION SOLD 100 SHARES	3,859 34	5,392 50	1,533 16
12/01/09	SUPERVALU INC SOLD 700 SHARES	11,285 88	10,322 77	(963 11)
12/02/09	SUPERVALU INC SOLD 100 SHARES	1,610.38	1,446 94	(163 44)
12/03/09	SUPERVALU INC SOLD 1000 SHARES	16,103 80	13,899 24	(2,204 56)
12/04/09	SUPERVALU INC SOLD 700 SHARES	10,922 53	9,944 71	(977 82)
12/07/09	SUPERVALU INC SOLD 143 SHARES	2,176 82	2,039 16	(137 66)
				(2,913 43)

THE GHEENS FOUNDATION, INC
NFJ INVESTMENT 2280-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
01/13/10	BECTON DICKINSON & CO SOLD 100 SHARES	6,871 82	7,790 47	918 65
01/13/10	MICROSOFT CORP SOLD 700 SHARES	16,247 74	21,505 54	5,257 80
01/14/10	MICROSOFT CORP SOLD 900 SHARES	20,076 99	27,236 26	7,159.27
01/14/10	BECTON DICKINSON & CO SOLD 300 SHARES	20,456 47	23,431 16	2,974.69
01/15/10	BECTON DICKINSON & CO SOLD 100 SHARES	6,777 91	7,757 12	979 21
01/15/10	MICROSOFT CORP SOLD 1600 SHARES	34,540 25	48,147 54	13,607 29
01/19/10	BECTON DICKINSON & CO SOLD 200 SHARES	13,511 14	15,525 38	2,014 24
01/19/10	MICROSOFT CORP SOLD 900 SHARES	19,191 87	27,253 54	8,061 67
01/20/10	MICROSOFT CORP SOLD 500 SHARES	10,597 95	15,417 10	4,819 15
01/20/10	BECTON DICKINSON & CO SOLD 200 SHARES	13,511 14	15,361 80	1,850 66
01/21/10	BECTON DICKINSON & CO SOLD 100 SHARES	6,736 34	7,621 92	885 58
01/22/10	BECTON DICKINSON & CO SOLD 500 SHARES	33,581 10	38,585 30	5,004 20
01/25/10	BECTON DICKINSON & CO SOLD 200 SHARES	13,401 91	15,324 88	1,922 97
				<u>55,455 38</u>
02/17/10	VALERO ENERGY CORP NEW SOLD 600 SHARES	13,031 76	10,692 46	(2,339 30)
02/18/10	VALERO ENERGY CORP NEW SOLD 700 SHARES	15,203 72	12,339 16	(2,864 56)
02/19/10	VALERO ENERGY CORP NEW SOLD 800 SHARES	16,703 10	14,278 77	(2,424 33)
02/22/10	VALERO ENERGY CORP NEW SOLD 500 SHARES	10,377 15	8,906 88	(1,470 27)
02/23/10	VALERO ENERGY CORP NEW SOLD 500 SHARES	10,376 61	8,849 39	(1,527 22)
02/24/10	VALERO ENERGY CORP NEW SOLD 800 SHARES	16,601 28	14,200 14	(2,401 14)
02/25/10	VALERO ENERGY CORP NEW SOLD 700 SHARES	14,420 67	12,442 06	(1,978 61)
02/26/10	VALERO ENERGY CORP NEW SOLD 700 SHARES	14,099 55	12,202 66	(1,896 89)
				<u>(16,902 32)</u>
03/01/10	VALERO ENERGY CORP NEW SOLD 500 SHARES	9,370 45	8,790 18	(580 27)
03/02/10	VALERO ENERGY CORP NEW SOLD 800 SHARES	14,992 72	13,815 42	(1,177 30)
03/08/10	NORTHUP GRUMMAN CORP SOLD 500 SHARES	25,524 33	31,235 80	5,711 47
03/08/10	MATTEL INC SOLD 300 SHARES	4,926 15	6,578 88	1,652 73
03/08/10	V F CORP SOLD 700 SHARES	46,234 92	54,415 62	8,180 70
03/09/10	MATTEL INC SOLD 500 SHARES	8,210 25	10,970 61	2,760.36
03/11/10	BOEING CO SOLD 500 SHARES	26,869 80	33,623 17	6,753 37
03/16/10	BOEING CO SOLD 300 SHARES	12,694 56	20,963 37	8,268 81
03/17/10	BOEING CO SOLD 300 SHARES	12,694 56	20,922 72	8,228 16
03/18/10	BOEING CO SOLD 400 SHARES	16,883 99	27,667 72	10,783 73
03/19/10	BOEING CO SOLD 100 SHARES	4,217 49	6,900 64	2,683 15
03/22/10	BOEING CO SOLD 100 SHARES	4,217.49	6,914 17	2,696 68
03/23/10	BOEING CO SOLD 400 SHARES	16,869 96	28,124 40	11,254 44
03/24/10	BOEING CO SOLD 500 SHARES	21,083 45	35,904 59	14,821 14
				<u>82,037.17</u>
04/28/10	HOME DEPOT INC SOLD 400 SHARES	10,625 12	14,405 95	3,780 83
				<u>3,780 83</u>
05/10/10	HOME DEPOT INC SOLD 200 SHARES	5,312 56	7,074 88	1,762 32
05/11/10	HOME DEPOT INC SOLD 200 SHARES	5,312 56	6,989 24	1,676 68
05/21/10	HOME DEPOT INC SOLD 800 SHARES	21,250 24	27,792 88	6,542 64
05/24/10	HOME DEPOT INC SOLD 600 SHARES	15,937 68	20,583 67	4,645 99
05/25/10	HOME DEPOT INC SOLD 700 SHARES	18,174 80	23,442 11	5,267.31
05/26/10	HOME DEPOT INC SOLD 700 SHARES	18,174 80	23,120 25	4,945 45
05/27/10	HOME DEPOT INC SOLD 400 SHARES	10,385 60	13,248 45	2,862 85
				<u>27,703 24</u>
06/07/10	3M COMPANY SOLD 300 SHARES	22,822 65	23,436 95	614 30
06/08/10	3M COMPANY SOLD 400 SHARES	30,402 93	31,534 90	1,131.97
06/09/10	3M COMPANY SOLD 300 SHARES	22,795 38	22,966 41	171 03
06/10/10	3M COMPANY SOLD 100 SHARES	7,598 46	7,560 95	(37 51)
06/11/10	3M COMPANY SOLD 400 SHARES	30,181.40	29,583 50	(597 90)
06/14/10	3M COMPANY SOLD 200 SHARES	15,090 70	15,085 06	(5 64)
06/16/10	ANNALY CAPITAL MGMT INC SOLD 1000 SHARES	17,742.06	17,398 80	(343 26)
06/17/10	ANNALY CAPITAL MGMT INC SOLD 600 SHARES	10,353 53	10,526 58	173 05
06/30/10	PNC GOVT MONEY MARKEY FUND #405 SOLD 302559 82	302,559 82	302,559 82	-
				<u>1,106.04</u>

THE GHEENS FOUNDATION, INC

NFJ INVESTMENT 2280-1

October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
07/16/10	FRONTIER COMMUNICATIONS CO CASH IN LIEU OF 200 FRACTIONAL SH	1 59	1 46	(0.13)
07/23/10	AMEREN CORP SOLD 5400 SHARES	217,715 13	134,133 73	(83,581 40)
				(83,581 53)
08/02/10	WINDSTREAM CORP W/I SOLD 112 SHARES	1,449 56	1,308 67	(140.89)
08/03/10	WINDSTREAM CORP W/I SOLD 700 SHARES	9,059 75	8,115 66	(944 09)
08/04/10	WINDSTREAM CORP W/I SOLD 1200 SHARES	15,531 00	13,616 52	(1,914 48)
08/05/10	WINDSTREAM CORP W/I SOLD 700 SHARES	9,059.75	8,078 49	(981 26)
08/06/10	WINDSTREAM CORP W/I SOLD 500 SHARES	6,471 25	5,745 70	(725 55)
08/09/10	WINDSTREAM CORP W/I SOLD 300 SHARES	3,882 75	3,439 50	(443.25)
08/10/10	WINDSTREAM CORP W/I SOLD 500 SHARES	6,471 25	5,719 95	(751 30)
08/11/10	WINDSTREAM CORP W/I SOLD 1100 SHARES	14,222 79	12,672 33	(1,550 46)
08/12/10	WINDSTREAM CORP W/I SOLD 200 SHARES	2,584 58	2,323 70	(260 88)
08/13/10	WINDSTREAM CORP W/I SOLD 400 SHARES	5,169 16	4,621 56	(547 60)
08/16/10	WINDSTREAM CORP W/I SOLD 400 SHARES	5,169 16	4,552 52	(616 64)
08/17/10	WINDSTREAM CORP W/I SOLD 400 SHARES	5,169 16	4,509 56	(659 60)
08/18/10	FRONTIER COMMUNICATIONS CO SOLD 600 SHARES	4,783 68	4,546 24	(237 44)
08/18/10	WINDSTREAM CORP W/I SOLD 400 SHARES	5,169 16	4,513 80	(655 36)
08/19/10	FRONTIER COMMUNICATIONS CO SOLD 400 SHARES	3,049 05	3,028 46	(20 59)
08/19/10	WINDSTREAM CORP W/I SOLD 700 SHARES	9,046 03	7,938 00	(1,108 03)
08/20/10	FRONTIER COMMUNICATIONS CO SOLD 200 SHARES	1,419 54	1,527 53	107 99
08/20/10	WINDSTREAM CORP W/I SOLD 900 SHARES	11,630 61	10,324 26	(1,306 35)
08/23/10	WINDSTREAM CORP W/I SOLD 1600 SHARES	20,567 79	18,335 68	(2,232 11)
08/24/10	WINDSTREAM CORP W/I SOLD 900 SHARES	8,857 91	10,115 73	1,257 82
08/25/10	WINDSTREAM CORP W/I SOLD 1000 SHARES	9,842 12	11,138 21	1,296 09
05/26/10	WINDSTREAM CORP W/I SOLD 600 SHARES	5,905 28	6,676.86	771 58
08/27/10	WINDSTREAM CORP W/I SOLD 589 SHARES	5,797 01	6,474 35	677.34
08/31/10	GOLDMAN SACHS GROUP INC SOLD 200 SHARES	38,217 41	28,433 58	(9,783 83)
08/31/10	MATTEL INC SOLD 200 SHARES	3,200 22	4,245 38	1,045 16
08/31/10	PNC GOVT MONEY MARKET FUND #405	29,105 01	29,105 01	-
				(19,723 73)
09/01/10	ALTRIA GROUP INC SOLD 1200 SHARES	25,906 99	27,002 78	1,095 79
09/01/10	GOLDMAN SACHS GROUP INC SOLD 200 SHARES	37,899 31	27,914 03	(9,985 28)
09/01/10	MATTEL INC SOLD 800 SHARES	12,800 88	16,911.23	4,110 35
09/02/10	ALTRIA GROUP INC SOLD 1200 SHARES	25,836 00	27,095 78	1,259 78
09/02/10	MATTEL INC SOLD 300 SHARES	4,800 33	6,310 24	1,509 91
09/03/10	ALTRIA GROUP INC SOLD 2200 SHARES	47,336 96	49,190 07	1,853.11
09/03/10	GOLDMAN SACHS GROUP INC SOLD 100 SHARES	18,868 97	13,703 82	(5,165 15)
09/03/10	MATTEL INC SOLD 600 SHARES	9,600 66	12,595 34	2,994 68
09/07/10	ALTRIA GROUP INC SOLD 1000 SHARES	17,584 30	22,660 92	5,076 62
09/07/10	GOLDMAN SACHS GROUP INC SOLD 100 SHARES	18,694 60	13,955 14	(4,739.46)
09/07/10	MATTEL INC SOLD 800 SHARES	12,800 88	17,036 75	4,235 87
09/08/10	ALTRIA GROUP INC SOLD 600 SHARES	10,550 58	13,614 31	3,063 73
09/08/10	GOLDMAN SACHS GROUP INC SOLD 100 SHARES	18,632 27	13,997.76	(4,634 51)
09/08/10	MATTEL INC SOLD 500 SHARES	8,000 55	10,735 36	2,734 81
09/09/10	ALTRIA GROUP INC SOLD 1400 SHARES	24,530 72	32,052 04	7,521 32
09/09/10	GOLDMAN SACHS GROUP INC SOLD 400 SHARES	63,600 70	58,349 81	(5,250 89)
09/09/10	MATTEL INC SOLD 500 SHARES	8,000 55	10,932 46	2,931 91
09/10/10	ALTRIA GROUP INC SOLD 600 SHARES	10,268 52	13,840 63	3,572.11
09/10/10	MATTEL INC SOLD 200 SHARES	3,200.22	4,339.44	1,139 22
09/13/10	MATTEL INC SOLD 300 SHARES	4,800 33	6,524 28	1,723 95
09/14/10	MATTEL INC SOLD 400 SHARES	6,400 44	8,809 85	2,409 41
09/15/10	MATTEL INC SOLD 300 SHARES	4,800 33	6,618 81	1,818.48
09/16/10	MATTEL INC SOLD 400 SHARES	6,400.44	8,783 41	2,382 97
09/17/10	MATTEL INC SOLD 300 SHARES	4,800 33	6,540 99	1,740 66
09/20/10	MATTEL INC SOLD 500 SHARES	8,000 55	11,000 81	3,000.26
				26,399 65
10/29/10	GLAXO SMITHKLINE SOLD 100 SHARES	5,158 08	4,027 22	(1,130 86)
				(1,130 86)
		2,664,514 89	2,725,137 91	60,623.02

THE GHEENS FOUNDATION, INC.
 MAINSTREAM FUND 2153-1
 October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
11/05/09	MAINSTREAM GLOBAL ACTIVE VALUE FUND	1,000,000.00	706,762.16	(293,237.84)
10/06/10	MAINSTREAM ACTIVE VALUE FUND II	2,533,737.15	2,589,782.30	56,045.15
10/29/10	PNC GOVT MONEY MARKET FUND #405	188.54	188.54	-
		3,533,925.69	3,296,733.00	(237,192.69)

THE GHEENS FOUNDATION, INC
CHASE INVESTMENT 2143-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
11/02/09	UNITED STATES TREAS 4.75% 02/15/37 SOLD 368000 PAR VALUE	409,904.60	393,990.00	(15,914.60)
11/02/09	FNMA 6 25% 05/15/29 SOLD 249000 PAR VALUE	287,211.34	293,670.60	6,459.26
11/02/09	U S TREASURY BOND 6% 02/15/26 SOLD 1027000 PAR VALUE	1,205,548.71	1,241,707.19	36,158.48
11/02/09	U S TREASURY BOND 6 5% 11/15/26 SOLD 385000 PAR VALUE	492,019.51	489,912.50	(2,107.01)
11/03/09	DANAHER CORPORATION SOLD 2220 SHARES	148,515.86	152,113.37	3,597.51
11/05/09	FISERV INC SOLD 4000 SHARES	184,266.44	182,708.10	(1,558.34)
11/05/09	CORNING INC SOLD 14700 SHARES	183,736.81	211,895.05	28,158.24
11/06/09	ADOBE SYS INC SOLD 4600 SHARES	133,716.67	150,871.98	17,155.31
11/09/09	STARBUCKS CORP SOLD 7700 SHARES	92,636.15	149,611.00	56,974.85
11/09/09	MCAFEE INC SOLD 1610 SHARES	61,374.89	67,277.58	5,902.69
11/10/09	MCAFEE INC SOLD 1700 SHARES	64,805.79	71,358.38	6,552.59
11/12/09	JOY GLOBAL INC SOLD 1400 SHARES	56,097.76	76,538.13	20,440.37
11/13/09	JOY GLOBAL INC SOLD 1400 SHARES	56,097.76	77,626.88	21,529.12
11/19/09	NATIONAL OILWELL VARCO INC SOLD 3500 SHARES	141,825.33	158,882.61	17,057.28
11/25/09	NATIONAL OILWELL VARCO INC SOLD 2600 SHARES	105,355.96	111,951.82	6,595.86
11/27/09	JOY GLOBAL INC SOLD 2800 SHARES	112,195.51	152,218.37	40,022.86
				<u>247,024.47</u>
12/03/09	MCAFEE INC SOLD 3800 SHARES	144,860.00	146,894.72	2,034.72
12/09/09	TD AMERITRADE HLDG CORP SOLD 3400 SHARES	70,219.38	64,725.15	(5,494.23)
12/09/09	KOHL'S CORP SOLD 2200 SHARES	129,010.49	119,264.21	(9,746.28)
12/10/09	TD AMERITRADE HLDG CORP SOLD 4100 SHARES	84,676.32	76,915.25	(7,761.07)
12/11/09	MCAFEE INC SOLD 6990 SHARES	266,466.15	265,913.73	(552.42)
12/16/09	ADOBE SYS INC SOLD 4800 SHARES	139,530.44	170,050.02	30,519.58
12/28/09	SIGMA ALDRICH CORP SOLD 600 SHARES	31,376.04	30,418.01	(958.03)
12/29/09	SIGMA ALDRICH CORP SOLD 500 SHARES	26,146.70	25,482.74	(663.96)
12/30/09	SIGMA ALDRICH CORP SOLD 200 SHARES	10,458.68	10,220.75	(237.93)
12/31/09	SIGMA ALDRICH CORP SOLD 100 SHARES	5,229.34	5,111.09	(118.25)
				<u>7,022.13</u>
01/06/10	KOHL'S CORP SOLD 1600 SHARES	93,825.82	87,032.48	(6,793.34)
01/07/10	KOHL'S CORP SOLD 1300 SHARES	76,233.47	70,671.90	(5,561.57)
01/08/10	PRAXAIR INC SOLD 1600 SHARES	108,865.57	128,166.78	19,301.21
01/11/10	PRAXAIR INC SOLD 700 SHARES	47,628.68	56,126.72	8,498.04
01/11/10	PRAXAIR INC SOLD 700 SHARES	47,628.69	56,499.33	8,870.64
01/12/10	PRAXAIR INC SOLD 1300 SHARES	88,453.27	105,066.81	16,613.54
01/15/10	WALGREEN CO SOLD 5400 SHARES	212,523.68	198,151.02	(14,372.66)
01/21/10	WALGREEN CO SOLD 6500 SHARES	255,815.54	239,185.91	(16,629.63)
01/25/10	E M C CORP MASS SOLD 8700 SHARES	116,496.52	154,356.04	37,859.52
01/25/10	EBAY INC SOLD 5400 SHARES	116,631.11	121,205.23	4,574.12
01/29/10	AMERICA MOVIL S A DE C V L SOLD 3400 SHARES	155,952.56	149,166.64	(6,785.92)
				<u>45,573.95</u>
02/01/10	BARRICK GOLD CORP SOLD 3800 SHARES	143,164.89	135,510.83	(7,654.06)
02/01/10	NIKE INC SOLD 4800 SHARES	306,982.08	305,152.76	(1,829.32)
02/01/10	AMERICA MOVIL S A DE C V L SOLD 3100 SHARES	142,192.04	133,010.62	(9,181.42)
02/03/10	ADOBE SYS INC SOLD 6400 SHARES	186,040.59	210,401.81	24,361.22
02/04/10	ADOBE SYS INC SOLD 4600 SHARES	133,716.67	148,544.53	14,827.86
02/04/10	CITRIX SYS INC SOLD 4400 SHARES	134,852.07	184,767.73	49,915.66
02/05/10	NETAPP INC SOLD 3100 SHARES	69,279.94	95,920.53	26,640.59
02/08/10	TJX COS INC NEW SOLD 4200 SHARES	116,038.51	162,894.08	46,855.57
02/09/10	BMC SOFTWARE INC SOLD 5300 SHARES	182,792.89	192,644.07	9,851.18
02/09/10	NETAPP INC SOLD 5100 SHARES	113,976.67	153,329.55	39,352.88
02/12/10	STARBUCKS CORP SOLD 5000 SHARES	60,153.34	109,708.60	49,555.26
02/17/10	EBAY INC SOLD 7400 SHARES	159,827.81	160,677.11	849.30
02/19/10	EBAY INC SOLD 3400 SHARES	73,434.40	75,993.45	2,559.05
02/22/10	ROCKWELL COLLINS INC SOLD 1600 SHARES	81,866.53	86,681.45	4,814.92
02/25/10	ROCKWELL COLLINS INC SOLD 1100 SHARES	56,283.24	60,678.41	4,395.17
02/26/10	ROCKWELL COLLINS INC SOLD 1100 SHARES	56,283.24	59,796.45	3,513.21
				<u>258,827.07</u>

THE GHEENS FOUNDATION, INC.
CHASE INVESTMENT 2143-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
03/02/10	ROCKWELL COLLINS INC SOLD 2100 SHARES	107,449.82	113,740.64	6,290.82
03/02/10	EBAY INC SOLD 6900 SHARES	149,028.63	156,789.47	7,760.84
03/04/10	MASTERCARD INC SOLD 660 SHARES	152,023.08	150,493.66	(1,529.42)
03/04/10	COCA-COLA CO SOLD 3800 SHARES	204,612.76	202,276.36	(2,336.40)
03/04/10	MASTERCARD INC SOLD 690 SHARES	158,933.22	159,978.82	1,045.60
03/05/10	COCA-COLA CO SOLD 5900 SHARES	317,688.22	315,415.89	(2,272.33)
03/05/10	YAMANA GOLD INC SOLD 12900 SHARES	156,238.35	140,484.37	(15,753.98)
03/10/10	NATIONAL OILWELL VARCO INC SOLD 5400 SHARES	218,816.23	233,696.06	14,879.83
03/12/10	INTERNATIONAL BUSINESS MACHS CORP SOLD 2830 SHARES	354,191.62	354,516.11	324.49
03/15/10	GOOGLE INC SOLD 750 SHARES	394,239.36	423,367.37	29,128.01
03/16/10	INTERNATIONAL BUSINESS MACHS CORP SOLD 470 SHARES	58,823.34	59,824.93	1,001.59
03/19/10	VISA INC CL A SOLD 5700 SHARES	323,600.25	524,509.62	200,909.37
03/19/10	INTERNATIONAL BUSINESS MACHS CORP SOLD 1270 SHARES	158,948.19	162,421.53	3,473.34
03/25/10	ALCON INC SOLD 1600 SHARES	234,080.16	260,209.81	26,129.65
03/25/10	ALLERGAN INC SOLD 2600 SHARES	149,928.34	167,760.00	17,831.66
03/25/10	APPLE INC SOLD 1700 SHARES	333,184.11	382,829.35	49,645.24
03/25/10	BARRICK GOLD CORP SOLD 4300 SHARES	162,002.38	168,843.80	6,841.42
03/25/10	COGNIZANT TECHNOLOGY SOLUTION SOLD 4300 SHARES	179,588.54	223,069.55	43,481.01
03/25/10	COLGATE-PALMOLIVE CO SOLD 2400 SHARES	204,252.92	203,918.44	(334.48)
03/25/10	E M C CORP MASS SOLD 13400 SHARES	179,431.43	252,099.03	72,667.60
03/25/10	EXPRESS SCRIPTS INC CL A SOLD 1800 SHARES	157,464.00	183,663.18	26,199.18
03/25/10	GENERAL MILLS INC SOLD 3800 SHARES	271,089.00	277,397.61	6,308.61
03/25/10	HEWLETT PACKARD CO SOLD 6500 SHARES	302,177.16	344,290.87	42,113.71
03/25/10	LIFE TECHNOLOGIES CORP SOLD 3300 SHARES	133,476.43	177,098.18	43,621.75
03/25/10	MCKESSON CORP SOLD 3900 SHARES	235,412.26	251,835.40	16,423.14
03/25/10	MEDCO HEALTH SOLUTIONS INC SOLD 3800 SHARES	209,433.51	251,436.72	42,003.21
03/25/10	MEDTRONIC INC SOLD 5200 SHARES	226,624.89	238,641.08	12,016.19
03/25/10	TEVA PHARMA INDS ADR SOLD 4000 SHARES	207,439.40	257,449.92	50,010.52
03/25/10	AMERICAN TOWER CORP SOLD 3600 SHARES	157,550.90	159,155.41	1,604.51
03/25/10	AMERISOURCEBERGEN CORP SOLD 5500 SHARES	151,739.78	160,787.70	9,047.92
03/25/10	CISCO SYS INC SOLD 9400 SHARES	231,231.54	247,028.86	15,797.32
03/25/10	COACH INC SOLD 4200 SHARES	150,679.96	161,668.54	10,988.58
03/25/10	DIRECTV CL A SOLD 5600 SHARES	183,154.66	190,623.81	7,469.15
03/25/10	HOSPIRA INC SOLD 2300 SHARES	116,774.88	131,958.52	15,183.64
03/25/10	MICROSOFT CORP SOLD 13000 SHARES	297,690.17	384,503.91	86,813.74
03/25/10	NETAPP INC SOLD 4900 SHARES	109,507.00	161,567.11	52,060.11
03/25/10	NEWFIELD EXPL CO SOLD 800 SHARES	39,490.56	39,637.49	146.93
03/25/10	PRICELINE INC SOLD 700 SHARES	148,991.05	170,071.86	21,080.81
03/25/10	SMUCKER J M CO SOLD 3400 SHARES	204,941.58	205,622.92	681.34
03/25/10	STARBUCKS CORP SOLD 13500 SHARES	162,414.02	341,294.56	178,880.54
03/25/10	TJX COS INC NEW SOLD 7700 SHARES	212,737.28	336,725.96	123,988.68
03/25/10	3M COMPANY SOLD 2300 SHARES	193,308.01	188,154.62	(5,153.39)
03/26/10	MEDTRONIC INC SOLD 1800 SHARES	78,447.08	82,177.96	3,730.88
03/30/10	GOOGLE INC SOLD 130 SHARES	68,334.82	73,828.97	5,494.15
				<u>1,225,695.08</u>
04/05/10	ALCON INC SOLD 580 SHARES	84,854.06	92,913.78	8,059.72
04/05/10	GENERAL MILLS INC SOLD 1300 SHARES	92,740.98	92,350.43	(390.55)
04/06/10	ALCON INC SOLD 520 SHARES	76,076.05	83,831.16	7,755.11
04/07/10	ALCON INC SOLD 520 SHARES	76,076.05	83,979.88	7,903.83
04/09/10	GENERAL MILLS INC SOLD 800 SHARES	57,071.37	56,406.08	(665.29)
04/16/10	GENERAL MILLS INC SOLD 1800 SHARES	128,410.58	126,176.25	(2,234.33)
04/23/10	SMUCKER J M CO SOLD 614 SHARES	37,010.04	38,819.18	1,809.14
04/26/10	STARBUCKS CORP SOLD 3600 SHARES	43,310.41	90,316.35	47,005.94
04/26/10	SMUCKER J M CO SOLD 586 SHARES	35,322.29	36,906.47	1,584.18
04/28/10	LIFE TECHNOLOGIES CORP SOLD 800 SHARES	32,357.92	41,552.26	9,194.34
04/28/10	MEDTRONIC INC SOLD 1600 SHARES	69,730.74	70,673.04	942.30
04/30/10	MEDTRONIC INC SOLD 2000 SHARES	87,163.42	87,990.91	827.49
				<u>81,791.88</u>

THE GHEENS FOUNDATION, INC
CHASE INVESTMENT 2143-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
05/07/10	GOOGLE INC CL A SOLD 190 SHARES	99,873.97	98,130.70	(1,743.27)
05/12/10	GOOGLE INC CL A SOLD 180 SHARES	94,617.45	91,838.38	(2,779.07)
05/13/10	AMERICAN TOWER CORP CL A SOLD 1700 SHARES	74,399.03	68,457.50	(5,941.53)
05/18/10	MEDCO HEALTH SOLUTIONS INC SOLD 1600 SHARES	88,182.52	94,367.36	6,184.84
05/19/10	AFLAC INC SOLD 3100 SHARES	166,450.25	142,288.83	(24,161.42)
05/21/10	VISA INC SOLD 1300 SHARES	73,803.56	98,265.33	24,461.77
05/24/10	VISA INC SOLD 1300 SHARES	73,803.57	94,252.69	20,449.12
05/28/10	MEDCO HEALTH SOLUTIONS INC SOLD 2200 SHARES	121,250.99	120,484.48	(766.51)
05/28/10	PRICELINE COM INC SOLD 280 SHARES	59,596.42	53,418.87	(6,177.55)
				<u>9,526.38</u>
06/02/10	COLGATE-PALMOLIVE CO SOLD 900 SHARES	76,594.84	70,565.29	(6,029.55)
06/04/10	FMC TECHNOLOGIES INC SOLD 1300 SHARES	79,385.93	70,768.85	(8,617.08)
06/04/10	ORACLE CORP SOLD 6500 SHARES	166,507.25	146,488.67	(20,018.58)
06/08/10	PRICELINE.COM INC SOLD 410 SHARES	87,266.18	76,381.37	(10,884.81)
06/08/10	TEVA PHARMACEUTICAL INDS LTD SOLD 1700 SHARES	88,161.75	92,903.60	4,741.85
06/10/10	VISA INC SOLD 1400 SHARES	79,480.76	101,388.25	21,907.49
06/11/10	HEWLETT-PACKARD CO SOLD 1200 SHARES	55,786.55	54,293.80	(1,492.75)
06/16/10	JM SMUCKER CO/THE-NEW COM WI SOLD 2000 SHARES	120,553.88	111,464.52	(9,089.36)
06/18/10	CISCO SYSTEMS INC SOLD 4700 SHARES	115,615.77	107,866.94	(7,748.83)
06/21/10	APPLE INC SOLD 140 SHARES	27,438.69	37,294.34	9,855.65
06/25/10	CISCO SYSTEMS INC SOLD 5100 SHARES	125,455.41	119,669.48	(5,785.93)
06/25/10	TEVA PHARMACEUTICAL INDS LTD SOLD 2300 SHARES	119,277.65	120,180.55	902.90
06/30/10	MICROSOFT CORP SOLD 1800 SHARES	41,218.64	44,604.15	3,385.51
				<u>(28,873.49)</u>
07/06/10	MARVELL TECHNOLOGY GROUP LTD SOLD 6200 SHARES	129,340.42	100,222.54	(29,117.88)
07/08/10	ALLERGAN INC SOLD 2700 SHARES	155,694.82	166,788.33	11,093.51
07/12/10	COACH INC SOLD 1500 SHARES	53,814.27	52,330.81	(1,483.46)
07/16/10	LIFE TECHNOLOGIES CORP SOLD 700 SHARES	28,313.18	32,852.33	4,539.15
07/16/10	URBAN OUTFITTERS INC SOLD 1900 SHARES	74,099.22	63,132.51	(10,966.71)
07/16/10	URBAN OUTFITTERS INC SOLD 2400 SHARES	92,613.24	80,720.95	(11,892.29)
07/22/10	COACH INC SOLD 4500 SHARES	172,264.88	154,586.34	(17,678.54)
07/28/10	EXPRESS SCRIPTS INC SOLD 1800 SHARES	78,732.00	75,310.36	(3,421.64)
07/29/10	HEWLETT-PACKARD CO SOLD 1800 SHARES	83,679.83	83,176.05	(503.78)
07/30/10	PNC GOVT MONEY MARKET FUND #405 SOLD 192706.69	192,706.69	192,706.69	-
				<u>(59,431.64)</u>
08/02/10	BARRICK GOLD CORP SOLD 2200 SHARES	82,884.94	87,928.55	5,043.61
08/03/10	LIFE TECHNOLOGIES CORP SOLD 400 SHARES	16,178.96	17,032.07	853.11
08/04/10	LIFE TECHNOLOGIES CORP SOLD 1400 SHARES	56,626.36	59,841.98	3,215.62
08/05/10	TJX COMPANIES INC NEW SOLD 2100 SHARES	58,019.26	88,519.59	30,500.33
08/10/10	MCKESSON CORPORATION SOLD 1900 SHARES	114,688.02	118,566.35	3,878.33
08/12/10	HEWLETT-PACKARD CO SOLD 3600 SHARES	167,359.66	154,073.07	(13,286.59)
08/13/10	MCKESSON CORPORATION SOLD 2000 SHARES	120,724.24	123,387.71	2,663.47
08/25/10	COOPER INDUSTRIES PLC SOLD 2700 SHARES	127,966.95	112,875.10	(15,091.85)
08/25/10	MICROSOFT CORP SOLD 3100 SHARES	70,987.66	75,367.47	4,379.81
08/27/10	NEWFIELD EXPLORATION CO SOLD 1000 SHARES	49,363.20	48,492.98	(870.22)
08/30/10	NEWFIELD EXPLORATION CO SOLD 2200 SHARES	111,055.43	103,098.84	(7,956.59)
				<u>13,329.03</u>

THE GHEENS FOUNDATION, INC
CHASE INVESTMENT 2143-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
09/01/10	SANDISK CORP SOLD 2200 SHARES	89,651.54	75,669.92	(13,981.62)
09/07/10	EXPRESS SCRIPTS INC SOLD 2900 SHARES	135,549.48	125,930.65	(9,618.83)
09/07/10	ROSS STORES INC SOLD 700 SHARES	38,304.91	35,796.76	(2,508.15)
09/07/10	TJX COMPANIES INC NEW SOLD 800 SHARES	22,102.58	32,674.00	10,571.42
09/10/10	COLGATE-PALMOLIVE CO SOLD 1300 SHARES	110,637.00	97,946.45	(12,690.55)
09/13/10	COLGATE-PALMOLIVE CO SOLD 1160 SHARES	96,612.28	86,561.09	(10,051.19)
09/16/10	MICROSOFT CORP SOLD 8400 SHARES	192,353.65	204,948.13	12,594.48
09/22/10	SANDISK CORP SOLD 1100 SHARES	45,368.59	41,535.51	(3,833.08)
09/22/10	SANDISK CORP SOLD 2300 SHARES	99,015.51	86,632.17	(12,383.34)
09/23/10	GENERAL MILLS INC SOLD 3600 SHARES	135,319.40	130,172.00	(5,147.40)
09/24/10	GENERAL MILLS INC SOLD 3900 SHARES	147,612.00	139,460.47	(8,151.53)
09/30/10	PNC GOVT MONEY MARKET FUND #405 SOLD 31852.01	31,852.01	31,852.01	-
				(55,199.79)
10/01/10	NETAPP INC SOLD 800 SHARES	17,878.69	40,470.20	22,591.51
10/25/10	UNITED TECHNOLOGIES CORP SOLD 1400 SHARES	101,706.36	100,988.13	(718.23)
10/25/10	UNITED TECHNOLOGIES CORP SOLD 2600 SHARES	190,587.40	190,656.07	68.67
				21,941.95
		22,773,902.94	24,541,129.96	1,767,227.02

THE GHEENS FOUNDATION
 ALLEGIANCE CAPITAL 2470-1
 October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
11/12/09	FNMA 30YR TBA 6 5% 11/14/35 SOLD 3158000 PAR VALUE	3,358,289 07	3,358,335 62	46.55
11/25/09	FNMA POOL #888538 5 5% 01/01/37 PAID DOWN 22820.9 PAR VALUE	23,753 35	22,820.90	(932 45)
				(885 90)
12/28/09	FNMA POOL #888538 5 5% 01/01/37 PAID DOWN 20134 81 PAR VALUE	20,957.51	20,134 81	(822.70)
				(822 70)
01/25/10	FNMA POOL #888538 5 5% 01/01/37 PAID DOWN 31036 01 PAR VALUE	32,304 12	31,036.01	(1,268 11)
01/25/10	FNMA POOL #995231 6 5% 01/01/39 PAID DOWN 4574.17 PAR VALUE	4,846 48	4,574.17	(272.31)
01/25/10	FNMA POOL #959394 6 5% 12/01/37 PAID DOWN 105403.46 PAR VALUE	111,678.26	105,403 46	(6,274 80)
				(7,815 22)
02/25/10	FNMA POOL #888538 5 5% 01/01/37 PAID DOWN 25726 36 PAR VALUE	26,777.52	25,726.36	(1,051.16)
02/25/10	FNMA POOL #995231 6 5% 01/01/39 PAID DOWN 4135 21 PAR VALUE	4,381 38	4,135 21	(246.17)
02/25/10	FNMA POOL #959394 6.5% 12/01/37 PAID DOWN 98168 90 PAR VALUE	104,013 02	98,168 90	(5,844 12)
				(7,141 45)
03/29/10	FNMA POOL #888538 5 5% 01/01/37 PAID DOWN 23664 61	24,631 53	23,664 61	(966 92)
				(966 92)
05/28/10	PNC GOVT MONEY MARKET FUND #405	524,706 67	524,706.67	-
				-
06/30/10	PNC GOVT MONEY MARKET FUND #405	306,278 34	306,278 34	-
				-
07/30/10	PNC GOVT MONEY MARKET FUND #405	175,420 18	175,420 18	-
07/30/10	PNC GOVT MONEY MARKET FUND #405	433,542 66	433,542.66	-
				-
08/31/10	PNC GOVT MONEY MARKET FUND #405	458,273 33	458,273 33	-
				-
09/30/10	PNC GOVT MONEY MARKET FUND #405	34,486.48	34,486.48	-
09/30/10	PNC GOVT MONEY MARKET FUND #405	740,505 93	740,505 93	-
				-
10/29/10	PNC GOVT MONEY MARKET FUND #405	35,910.56	35,910.56	-
10/29/10	PNC GOVT MONEY MARKET FUND #405	25,535 15	25,535 15	-
				-
		6,446,291 54	6,428,659 35	(17,632 19)

THE GHEENS FOUNDATION
PNC FIXED INCOME 2470-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
04/01/10	FEDERAL NATL MTG ASSN POOL #959394 6 50% 12/01/37 PRINCIPAL PMT	70,345 18	66,392 74	(3,952 44)
04/01/10	FEDERAL NATL MTG ASSN POOL #995231 6 50% 01/01/39 PRINCIPAL PMT	4,808 74	4,538 55	(270.19)
04/08/10	USA TREASURY NOTES 2 00% 11/30/13 SOLD 100000	98,246.43	99,722 66	1,476 23
04/13/10	USA TREASURY NOTE 2 75% 10/31/13 SOLD 1600000	1,623,505 36	1,646,437 44	22,932 08
04/21/10	USA TREASURY NOTES 2 625% 02/29/16 SOLD 200000	194,211 82	197,445.32	3,233.50
04/26/10	FEDERAL NATL MTG ASSN POOL #888538 5 50% 01/01/37 PRINCIPAL PMT	33,723 60	32,399 77	(1,323 83)
04/26/10	FEDERAL NATL MTG ASSN POOL #959394 6.50% 12/01/37 PRINCIPAL PMT	1,176,807 99	1,110,687.38	(66,120.61)
04/26/10	FEDERAL NATL MTG ASSN POOL #995231 6 50% 01/01/39 PRINCIPAL PMT	29,480.27	27,823 88	(1,656 39)
04/30/10	BLACKROCK LIQUIDITY FUNDS SOLD 1751742 41	1,751,742.41	1,751,742 41	-
				(45,681.65)
05/13/10	USA TREASURY NOTES 2 625% 02/29/16 SOLD 200000	194,211 82	199,914 06	5,702 24
05/17/10	FEDERAL HOME LOAN MTG CORP POOL #A90893 5 00% 01/01/40 PRINC PMT	596 91	574.21	(22 70)
05/25/10	FEDERAL NATL MTG ASSN POOL #888538 5 50% 01/01/37 PRINCIPAL PMT	31,071 89	29,852 15	(1,219 74)
05/25/10	FEDERAL NATL MTG ASSN POOL #959394 6 50% 12/1/37 PRINCIPAL PMT	146,330.77	138,108 97	(8,221 80)
05/25/10	FEDERAL NATL MTG ASSN POOL #995231 6 50% 01/01/39 PRINCIPAL PMT	4,761 00	4,493 50	(267 50)
05/28/10	BLACKROCK LIQUIDITY FUNDS SOLD 170836 32	170,836 32	170,836 32	-
				(4,029 50)
06/15/10	FEDERAL HOME LOAN MTG CORP POOL #A90893 5 00% 01/01/40 PRINC PMT	891 45	857.55	(33 90)
06/25/10	FEDERAL NATL MTG ASSN POOL #888538 5.50% 01/01/37 PRINCIPAL PMT	104,333 81	100,238 14	(4,095 67)
06/25/10	FEDERAL NATL MTG ASSN POOL #959394 6 50% 12/01/37 PRINCIPAL PMT	45,897 60	43,318 78	(2,578 82)
06/25/10	FEDERAL NATL MTG ASSN POOL #995231 6.50% 01/01/39 PRINCIPAL PMT	4,739 10	4,472 83	(266 27)
06/25/10	FEDERAL NATL MTG ASSN POOL #995876 6 00% 11/01/38 PRINCIPAL PMT	27,061 69	25,210 31	(1,851 38)
06/30/10	BLACKROCK LIQUIDITY FUNDS SOLD 96048 43	96,048 43	96,048 43	-
				(8,826 04)
07/14/10	FEDERAL NATL MTG ASSN POOL #959394 6 50% 12/1/37 SOLD 1402531 473	1,486,025 92	1,537,086 84	51,060 92
07/14/10	FEDERAL NATL MTG ASSN POOL #995231 6 50% 01/01/39 SOLD 104251.124	110,457 32	114,252 72	3,795 40
07/15/10	FEDERAL HOME LOAN MTG CORP POOL #A90893 5 00 01/01/40 PRINC PMT	1,130 12	1,087.14	(42 98)
07/26/10	FEDERAL NATL MTG ASSN POOL #888538 5 50% 01/01/37 PRINCIPAL PMT	26,575 79	25,532 55	(1,043 24)
07/26/10	FEDERAL NATL MTG ASSN POOL #959394 6 50% 12/01/37PRINCIPAL PMT	37,495 16	35,388 44	(2,106.72)
07/26/10	FEDERAL NATL MTG ASSN POOL #995231 6 50% 01/01/39 PRINCIPAL PMT	3,931 02	3,710 15	(220 87)
07/26/10	FEDERAL NATL MTG ASSN POOL #995876 6 00% 11/01/38 PRINCIPAL PMT	15,082 45	14,050 61	(1,031 84)
07/30/10	BLACKROCK LIQUIDITY FUNDS SOLD 6891 54	6,891 54	6,891 54	-
				50,410 67
08/09/10	USA TREASURY NOTES 01.375% 01/15/13 SOLD 500000	506,367 20	508,828 10	2,460 90
08/16/10	FEDERAL HOME LOAN MTG CORP POOL #A90893 5 00% 01/01/40 PRINC PMT	2,183.18	2,100.16	(83.02)
08/25/10	FEDERAL NATL MTG ASSN POOL #888538 5 50% 01/01/37 PRINCIPAL PMT	27,308 46	26,236.45	(1,072 01)
08/25/10	FEDERAL NATL MTG ASSN POOL #995876 6 00% 11/01/38 PRINCIPAL PMT	15,528 82	14,466 44	(1,062.38)
08/31/10	BLACKROCK LIQUIDITY FUNDS SOLD 326118 77	326,118 77	326,118 77	-
				243 49
09/07/10	SHELL INTERNATIONAL FIN SR NOTES SOLD 175000 00	212,521.75	218,464.75	5,943 00
09/07/10	WESTPAC BANKING CORP SODL 195000 00	198,184.35	208,324.35	10,140.00
09/10/10	USA TREASURY NOTES 4 00% 02/15/15 SOLD 620000 00	667,132 16	690,355 49	23,223 33
09/14/10	USA TREASURY NOTES 3.375% 11/15/19 SOLD 100000 00	106,578 12	105,742.19	(835 93)
09/15/10	FEDERAL HOME LOAN MTG CORP GOLD POOL #A90893 5 00% 01/01/40	705 97	679.12	(26 85)
09/27/10	FEDERAL NATL MTG ASSN POOL #888538 5 50% 01/01/37	31,075 92	29,856 02	(1,219 90)
09/27/10	FEDERAL NATL MTG ASSN POOL #995876 6.00% 11/01/38	18,147 23	16,905 72	(1,241 51)
				35,982 14
10/15/10	FEDERAL HOME LOAN MTG CORP GOLD POOL #A90893 5.00% 01/01/40	2,443 27	2,350 36	(92 91)
10/25/10	FEDERAL NATL MTG ASSN POOL #888538 5 50% 01/01/37	33,713 56	32,390 12	(1,323 44)
10/25/10	FEDERAL NATL MTG ASSN POOL #995876 6 00% 11/01/38	13,957.53	13,002.65	(954 88)
10/29/10	BLACKROCK LIQUIDITY FUNDS SOLD 52256 87	52,256 87	52,256 87	-
				(2,371 23)
		9,711,465 07	9,737,192 95	25,727 88

THE GHEENS FOUNDATION, INC
MID CAP EQUITY FUND 2455-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	GAIN OR (LOSS)
07/30/10	PNC GOVT MONEY MARKET #405	284 96	284 96	<u>-</u> -
09/30/10	PNC GOVT MONEY MARKET #405	99,910.30	99,910.30	<u>-</u> -
10/29/10	PNC GOVT MONEY MARKET #405	314 62	314 62	<u>-</u> -
		100,509 88	100,509.88	-

THE GHEENS FOUNDATION, INC.
WEDGE 2466-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	REALIZED GAIN/LOSS
11/09/09	SCANA CORP NEW SOLD 206 SHARES	8,659.73	6,992.59	(1,667.14)
11/10/09	IMS HEALTH INC SOLD 593 SHARES	14,627.30	12,360.76	(2,266.54)
11/10/09	SCANA CORP NEW SOLD 214 SHARES	8,996.02	7,295.50	(1,700.52)
11/12/09	IMS HEALTH INC SOLD 252 SHARES	5,966.66	5,257.84	(708.82)
11/12/09	SCANA CORP NEW SOLD 214 SHARES	8,996.03	7,298.92	(1,697.11)
11/13/09	IMS HEALTH INC SOLD 5 SHARES	116.00	104.66	(11.34)
11/13/09	SCANA CORP NEW SOLD 214 SHARES	8,996.02	7,365.84	(1,630.18)
11/16/09	SCANA CORP NEW SOLD 214 SHARES	8,996.03	7,445.92	(1,550.11)
11/16/09	SCANA CORP NEW SOLD 215 SHARES	9,038.06	7,452.35	(1,585.71)
11/17/09	SCANA CORP NEW SOLD 214 SHARES	8,996.03	7,352.46	(1,643.57)
11/18/09	SCANA CORP NEW SOLD 215 SHARES	8,496.19	7,402.99	(1,093.20)
11/19/09	SCANA CORP NEW SOLD 215 SHARES	7,599.04	7,487.27	(111.77)
11/20/09	SCANA CORP NEW SOLD 194 SHARES	6,835.18	6,785.19	(49.99)
11/23/09	SCANA CORP NEW SOLD 193 SHARES	6,776.29	6,729.00	(47.29)
11/24/09	SCANA CORP NEW SOLD 244 SHARES	8,458.81	8,378.23	(80.58)
11/30/09	IMS HEALTH INC SOLD 1400 SHARES	32,415.26	30,104.54	(2,310.72)
				(18,154.59)
12/01/09	IMS HEALTH INC SOLD 1425 SHARES	32,368.90	30,571.73	(1,797.17)
12/24/09	COMPUTER SCIENCES CORP SOLD 195 SHARES	8,443.01	10,958.59	2,515.58
12/24/09	DUKE REALTY CORP SOLD 366 SHARES	11,510.70	4,396.38	(7,114.32)
12/24/09	DONNELLEY R R & SONS CO SOLD 19 SHARES	516.41	415.05	(101.36)
12/24/09	CIGNA CORP SOLD 410 SHARES	11,977.59	15,282.31	3,304.72
12/28/09	DONNELLEY R R & SONS CO SOLD 23 SHARES	625.13	507.10	(118.03)
12/28/09	COMPUTER SCIENCES CORP SOLD 82 SHARES	3,550.39	4,658.11	1,107.72
12/28/09	CIGNA CORP SOLD 205 SHARES	4,519.67	7,583.51	3,063.84
12/28/09	DUKE REALTY CORP SOLD 550 SHARES	16,633.38	6,716.75	(9,916.63)
12/29/09	DUKE REALTY CORP SOLD 91 SHARES	2,159.22	1,141.40	(1,017.82)
12/30/09	DUKE REALTY CORP SOLD 184 SHARES	4,365.90	2,306.55	(2,059.35)
12/31/09	DONNELLEY R R & SONS CO SOLD 5 SHARES	135.89	110.82	(25.07)
12/31/09	DUKE REALTY CORP SOLD 294 SHARES	6,975.94	3,725.14	(3,250.80)
12/31/09	SIMON PTY GROUP INC NEW SOLD 91 SHARES	4,832.04	7,570.04	2,738.00
				(12,670.69)
02/05/10	TRANSDIGM GROUP INC SOLD 76 SHARES	3,045.38	3,734.72	689.34
02/05/10	BORG WARNER INC SOLD 252 SHARES	8,387.01	9,089.55	702.54
02/05/10	NOBLE CORP SOLD 325 SHARES	10,275.64	13,826.94	3,551.30
02/05/10	SYBASE INC SOLD 300 SHARES	9,331.31	12,523.34	3,192.03
02/05/10	SARA LEE CORP SOLD 1500 SHARES	24,269.55	18,502.26	(5,767.29)
02/05/10	DOVER CORP SOLD 350 SHARES	11,901.05	15,471.80	3,570.75
02/08/10	TRANSDIGM GROUP INC SOLD 76 SHARES	3,045.38	3,754.37	708.99
02/08/10	BORG WARNER INC SOLD 254 SHARES	7,526.31	9,359.42	1,833.11
02/09/10	TRANSDIGM GROUP INC SOLD 28 SHARES	1,121.98	1,351.97	229.99
02/09/10	BORG WARNER INC SOLD 83 SHARES	2,459.39	2,969.48	510.09
02/10/10	SIMON PPTY GROUP INC NEW SOLD 0.4641 SHARES	23.15	36.72	13.57
02/11/10	TRANSDIGM GROUP INC SOLD 89 SHARES	3,566.30	4,245.26	678.96
02/11/10	BORG WARNER INC SOLD 111 SHARES	3,289.06	3,938.84	649.78
02/12/10	TRANSDIGM GROUP INC SOLD 81 SHARES	3,245.74	3,896.21	650.47
				11,213.63

THE GHEENS FOUNDATION, INC.
WEDGE 2466-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	REALIZED GAIN/LOSS
03/03/10	WERNER ENTERPRISES INC SOLD 88 SHARES	1,597.60	1,968.14	370.54
03/03/10	SARA LEE CORP SOLD 129 SHARES	2,087.18	1,749.98	(337.20)
03/04/10	SARA LEE CORP SOLD 130 SHARES	2,103.36	1,779.64	(323.72)
03/04/10	WERNER ENTERPRISES INC SOLD 89 SHARES	1,615.75	1,978.34	362.59
03/05/10	WERNER ENTERPRISES INC SOLD 89 SHARES	1,615.75	1,975.25	359.50
03/05/10	SARA LEE CORP SOLD 130 SHARES	2,103.36	1,793.84	(309.52)
03/08/10	SARA LEE CORP SOLD 130 SHARES	2,103.36	1,799.56	(303.80)
03/08/10	WERNER ENTERPRISES INC SOLD 89 SHARES	1,615.75	1,965.55	349.80
03/09/10	WERNER ENTERPRISES INC SOLD 89 SHARES	1,615.75	1,957.57	341.82
03/09/10	SARA LEE CORP SOLD 106 SHARES	1,715.05	1,471.41	(243.64)
03/10/10	WERNER ENTERPRISES INC SOLD 56 SHARES	1,016.65	1,265.82	249.17
				<u>515.54</u>
04/19/10	NOBLE CORP SOLD 173 SHARES	4,755.80	7,210.33	2,454.53
04/20/10	NOBLE CORP SOLD 173 SHARES	4,666.97	7,243.93	2,576.96
04/21/10	NOBLE CORP SOLD 173 SHARES	4,482.16	7,004.58	2,522.42
04/22/10	NOBLE CORP SOLD 174 SHARES	4,508.07	6,973.80	2,465.73
04/23/10	NOBLE CORP SOLD 176 SHARES	4,559.89	7,350.33	2,790.44
04/26/10	NOBLE CORP SOLD 171 SHARES	4,430.35	7,110.37	2,680.02
04/27/10	NOBLE CORP SOLD 171 SHARES	3,385.73	7,267.98	3,882.25
04/28/10	NOBLE CORP SOLD 172 SHARES	3,135.12	7,409.60	4,274.48
04/29/10	NOBLE CORP SOLD 172 SHARES	3,135.12	7,489.54	4,354.42
04/30/10	NOBEL CORP SOLD 173 SHARES	3,153.35	7,361.23	4,207.88
				<u>32,209.13</u>
05/03/10	NOBLE CORPORATION SOLD 173 SHARES	3,153.35	7,269.14	4,115.79
05/04/10	NOBLE CORPORATION SOLD 173 SHARES	3,153.35	7,212.73	4,059.38
05/05/10	NOBLE CORPORATION SOLD 151 SHARES	2,752.35	5,946.74	3,194.39
05/10/10	CIGNA CORP SOLD 181 SHARES	3,708.09	5,795.24	2,087.15
05/11/10	CIGNA CORP SOLD 271 SHARES	4,929.90	9,040.04	4,110.14
05/12/10	CIGNA CORP SOLD 271 SHARES	4,756.46	8,526.11	3,769.65
05/13/10	CIGNA CORP SOLD 271 SHARES	4,277.11	8,795.01	4,517.90
05/14/10	CIGNA CORP SOLD 275 SHARES	4,340.25	9,119.07	4,778.82
05/17/10	CIGNA CORP SOLD 279 SHARES	4,403.37	9,400.91	4,997.54
05/18/10	CIGNA CORP SOLD 279 SHARES	4,196.10	9,514.85	5,318.75
05/18/10	SYBASE INC SOLD 40 SHARES	1,197.46	2,573.05	1,375.59
05/19/10	CIGNA CORP SOLD 279 SHARES	3,636.13	9,271.45	5,635.32
05/19/10	SYBASE INC SOLD 41 SHARES	1,227.39	2,632.76	1,405.37
05/20/10	CIGNA CORP SOLD 279 SHARES	3,454.19	9,326.05	5,871.86
05/20/10	SYBASE INC SOLD 41 SHARES	1,173.93	2,645.49	1,471.56
05/21/10	SYBASE INC SOLD 41 SHARES	1,127.77	2,638.90	1,511.13
05/24/10	CIGNA CORP SOLD 279 SHARES	3,395.59	9,496.34	6,100.75
05/24/10	CIGNA CORP SOLD 279 SHARES	3,353.89	9,424.90	6,071.01
05/24/10	SYBASE INC SOLD 37 SHARES	1,017.74	2,378.73	1,360.99
05/25/10	CIGNA CORP SOLD 279 SHARES	3,207.49	9,161.55	5,954.06
05/26/10	CIGNA CORP SOLD 285 SHARES	3,231.96	9,260.23	6,028.27
				<u>83,735.42</u>
06/10/10	SYBASE INC SOLD 194 SHARES	5,263.28	12,473.01	7,209.73
06/11/10	SYBASE INC SOLD 194 SHARES	5,100.01	12,468.94	7,368.93
06/14/10	SYBASE INC SOLD 162 SHARES	3,967.53	10,423.03	6,455.50
06/30/10	PNC GOVT MONEY MARKET FUND #405 SOLD 27982.67	27,982.67	27,982.67	-
				<u>21,034.16</u>

THE GHEENS FOUNDATION, INC
WEDGE 2466-1
October 31, 2010

DATE SOLD	TRANSACTION	COST	SALES PROCEEDS	REALIZED GAIN/LOSS
07/30/10	PNC GOVT MONEY MARKET FUND #405 SOLD 27775.39	27,775.39	27,775.39	-
				-
08/30/10	UNITED RENTALS INC SOLD 192 SHARES	4,336.80	2,187.47	(2,149.33)
08/31/10	PNC GOVT MONEY MARKET FUND #405	3,238.30	3,238.30	-
				(2,149.33)
09/01/10	UNITED RENTALS INC SOLD 374 SHARES	8,373.86	4,349.28	(4,024.58)
09/03/10	UNITED RENTALS INC SOLD 287 SHARES	5,634.58	3,236.67	(2,397.91)
09/07/10	UNITED RENTALS INC SOLD 749 SHARES	14,704.89	8,701.58	(6,003.31)
09/08/10	UNITED RENTALS INC SOLD 429 SHARES	8,422.43	5,241.26	(3,181.17)
09/09/10	UNITED RENTALS INC SOLD 528 SHARES	9,011.06	6,762.93	(2,248.13)
09/10/10	UNITED RENTALS INC SOLD 162 SHARES	2,685.62	2,067.49	(618.13)
09/13/10	UNITED RENTALS INC SOLD 113 SHARES	1,865.25	1,445.00	(420.25)
09/23/10	TERADATA CORP SOLD 200 SHARES	6,274.56	7,426.31	1,151.75
09/27/10	TERADATA CORP SOLD 195 SHARES	6,117.70	7,154.82	1,037.12
09/28/10	TERADATA CORP SOLD 389 SHARES	12,157.18	14,344.40	2,187.22
09/29/10	TERADATA CORP SOLD 391 SHARES	10,851.25	15,048.55	4,197.30
				(10,320.09)
10/01/10	SIMON PROPERTY GROUP INC SOLD 69 SHARES	3,441.14	6,453.29	3,012.15
10/04/10	SIMON PROPERTY GROUP INC SOLD 68 SHARES	3,391.27	6,316.99	2,925.72
10/05/10	SIMON PROPERTY GROUP INC SOLD 63 SHARES	3,141.91	5,952.43	2,810.52
10/14/10	QUESTAR CORP SOLD 212 SHARES	3,599.56	3,677.05	77.49
10/14/10	QUESTAR CORP SOLD 212 SHARES	3,572.58	3,717.77	145.19
10/15/10	QUESTAR CORP SOLD 212 SHARES	3,537.24	3,663.59	126.35
10/18/10	QUESTAR CORP SOLD 224 SHARES	3,018.59	3,925.60	907.01
10/19/10	QUESTAR CORP SOLD 153 SHARES	1,002.21	2,654.56	1,652.35
10/20/10	QUESTAR CORP SOLD 212 SHARES	1,388.68	3,633.16	2,244.48
10/21/10	QUESTAR CORP SOLD 213 SHARES	1,395.24	3,671.38	2,276.14
10/22/10	QUESTAR CORP SOLD 213 SHARES	1,395.23	3,640.32	2,245.09
10/25/10	QUESTAR CORP SOLD 63 SHARES	412.68	1,081.50	668.82
10/26/10	QUESTAR CORP SOLD 142 SHARES	930.16	2,430.76	1,500.60
10/26/10	UNITED RENTALS INC SOLD 227 SHARES	3,742.57	4,155.26	412.69
10/27/10	QUESTAR CORP SOLD 142 SHARES	930.15	2,410.66	1,480.51
10/27/10	UNITED RENTALS INC SOLD 227 SHARES	3,732.70	4,131.44	398.74
10/28/10	QUESTAR CORP SOLD 57 SHARES	373.37	971.01	597.64
10/28/10	UNITED RENTALS INC SOLD 227 SHARES	3,722.07	4,268.17	546.10
10/29/10	QUESTAR CORP SOLD 70 SHARES	458.53	1,168.94	710.41
10/29/10	UNITED RENTALS INC SOLD 228 SHARES	3,714.67	4,269.49	554.82
				25,292.82
		689,828.97	820,534.97	130,706.00

October 31, 2010

THE GHEENS FOUNDATION, INC.
GRANTS PAID YEAR TO DATE
11/1/2009-10/31/2010

Agency

St. John Center, Inc.	\$	25,000.00
Jefferson County Public Schools-Gheens Institute		69,938.24
Greater Louisville Fund for the Arts, Inc. (Gap Funding)		75,000.00
Society of St. Vincent de Paul, Louisville		50,000.00
Gilda's Club of Louisville, Inc.		10,000.00
Metro United Way, Inc.		50,000.00
National Society of the Sons of the American Revolution		25,000.00
Kentucky Shakespeare Festival, Inc.		15,000.00
The Healing Place, Inc.		25,000.00
Personal Counseling Services, Inc.		5,000.00
Custom Quality Services, Inc.		10,000.00
Dreams With Wings, Inc.		10,000.00
Louisville Olmsted Park Conservancy, Inc.		10,000.00
St. Joseph Home for the Aged, Little Sisters of the Poor		8,600.00
Louisville Central Community Centers, Inc.		75,000.00
Center for Nonprofit Excellence, Inc.		10,000.00
Adelante Hispanic Achievers, Inc.		5,000.00
Teach Kentucky, Inc.		20,000.00
House of Ruth, Inc.		2,000.00
Catholic Charities Houma-Thibodaux	LA	15,000.00
Family and Children First, Inc.		50,000.00
Lighthouse Promise, Inc.		15,000.00
YMCA of Greater Louisville		15,000.00
Jefferson County Public Schools-Making Music Concerts		15,000.00
Lincoln Heritage Council, Boy Scouts of America		50,000.00
Louisville Youth Training Center, Inc.		5,000.00
Cabbage Patch Settlement House, Inc.		50,000.00
Big Brothers Big Sisters of Kentuckiana, Inc.		10,000.00
Fund for the Arts, Inc.		25,000.00
Raceland Lower Elementary School	LA	3,000.00
Community Foundation of Louisville, Inc. (Greater Louisville Project)		10,000.00
Jefferson County Public Schools-Gheens Institute		90,257.76
Southeastern Council of Foundations	LA	8,000.00
Metro United Way-Bridges to Tomorrow		260,032.00
Edge Outreach, Inc.		10,000.00
Kentucky Museum of Art & Craft, Inc.		5,000.00
Cedar Lake Foundation, Inc.		50,000.00
Louisville Free Public Library Foundation, Inc.		75,000.00
Day Spring Foundation, Inc.		15,000.00
Legal Aid Society, Inc.		5,000.00
Bayou Grace Community Services, Inc.	LA	5,000.00
Pikeville College		50,000.00
Nicholls State University Foundation	LA	15,000.00
St. George's Community Center, Inc.		10,000.00
Family Scholar House, Inc.		100,000.00
USA Cares, Inc.		20,000.00
Jefferson County Public Schools-Gheens Institute		83,441.01

CASA, Inc.		25,000.00
Down Syndrome of Louisville, Inc.		25,000.00
Intelligent Change Initiatives, Inc.		5,000.00
Brooklawn, Inc.		25,000.00
Kentucky Dance Council, Inc.		10,000.00
Project One, Inc.		25,000.00
Americana Community Center, Inc.		50,000.00
Summerbridge Louisville, Inc.		5,000.00
American Red Cross		25,000.00
Home of the Innocents		50,000.00
West End School, Inc.		30,000.00
Kentucky Center for the Arts Endowment Fund, Inc.		50,000.00
Junior Achievement of Kentuckiana, Inc.		10,000.00
Owsley Brown Frazier Historical Arms Museum Foundation, Inc.		5,000.00
Sunrise Children's Services, Inc.		10,000.00
Neighborhood House		10,000.00
Western Kentucky University		8,000.00
Community Foundation of Louisville, Inc. (Academy at St. Andrew's)		50,000.00
Jefferson Community and Technical College Foundation, Inc.		69,000.00
Louisville Children's Theatre, Inc. Stage One		10,000.00
Planned Parenthood of Kentucky, Inc.		5,000.00
Simmons College of Kentucky, Inc.		3,097.50
Nativity Academy at St. Boniface, Inc.		30,000.00
Chackbay Elementary School	LA	3,200.00
Volunteers of America of Kentucky, Inc.		25,000.00
Habitat for Humanity of Metro Louisville		100,000.00
Holy Rosary Catholic School	LA	5,000.00
Maxine Giardina Charter School, Inc.	LA	8,334.00
Community Foundation of Louisville, Inc. (Youth Philanthropy)		5,000.00
Simmons College of Kentucky, Inc.		3,097.50
Jefferson County Public Schools-Gheens Institute		133,920.36
Hosparus, Inc. (Memorial for Dr. Samuel D. Weakley, Jr.)		250.00
American Heart Association, Inc.		50,000.00
Simmons College of Kentucky, Inc.		3,097.50
21st Century Parks, Inc.		50,000.00
Maryhurst, Inc.		10,000.00
Broadway Baptist Church		20,000.00
Louisville Visual Art Association		7,500.00
New Hope Services, Inc.		25,000.00
Bellewood Presbyterian Home for Children, Inc.		10,000.00
Steward's Staff, Inc.		25,000.00
Cerebral Palsy K.I.D.S. Center, Inc.		10,000.00
Girl Scouts of Kentuckiana, Inc.		50,000.00
Ivy Tech Foundation, Inc.	IN	25,000.00
Jefferson County Public Education Foundation		25,000.00
Louisville Community Youth Choir, Inc.		20,000.00
Raceland Lower Elementary School	LA	3,000.00
Metro United Way-Bridges to Tomorrow		239,968.00
Shawnee Christian Healthcare Center, Inc.		50,000.00

TOTAL

\$ 3,007,733.87

Name of
Organization _____

CERTIFICATE

To: Grant Applicants

From: Carl M. Thomas
Executive Director/Treasurer

Thank you for your interest in the Gheens Foundation

In submitting a grant application, the Applicant certifies as follows:

The Applicant was recognized by the Internal Revenue Service by determination letters dated _____ as a 501(c)(3) organization which is not a "private foundation" for Federal income tax purposes because it is described in the following category (check appropriate box):

- ☐ Section 509 (a)(1) and 170 (b)(A)(vi)
- ☐ Section 509 (a)(2)
- ☐ Section 509 (a)(1), other than Section 170(b)(A)(vi)
- ☐ Section 509 (a)(3)
- ☐ Section 509 (a)(4)

(Note: Some organizations which existed prior to 1969 may have received a notice subsequent to their original 501(c)(3) determination letter that deals with the organization's status as not constituting a "private foundation". If so, the categories set forth above should be determined based on the subsequent notice and both the original determination letter and the subsequent notice should be attached hereto.)

THE GHEENS FOUNDATION, INC.

401 W. Main Street, Suite #705
Louisville, KY 40202

Please send 7 copies of this page to the Foundation.
Please limit your answers to this side of the sheet of paper.
Please attach a copy of your latest 990.

Name of Organization: _____

Contact Person and Title: _____

Address: _____

Phone number: _____ Fax number: _____

Date: _____

Program Summary

1. Describe the activities of your organization.

2. Describe the particular activity that this grant would fund.

Financial Summary

1. Amount of this request:* _____

2. Total Annual Budget (current fiscal year) for your organization: _____

3. Budget for the project which this grant would support: _____

4. Fiscal year begins: _____ and ends: _____

*Please explain if the amount would be used in more than a 12 month period.

THE GHEENS FOUNDATION, INC.

401 W. Main Street, Suite #705
Louisville, KY 40202

Please send 7 copies of this page to the Foundation.
Please limit your answers to this side of the sheet of paper.
Please attach a copy of your latest 990.

Name of Organization: _____

Contact Person and Title: _____

Address: _____

Phone number: _____ Fax number: _____

5. Is your organization an affiliate or a branch of a national, regional, or statewide organization?
Yes_____ No_____

If Yes: Are you required to provide funding to that organization?

- 6 Please list all sources of income that represents 10% or more of your total budget and the amount

7. List your current Board members and Officers



THE GHEENS FOUNDATION STATEMENT OF POLICY

FOLLOWING THE APPROVAL OF A GRANT BY THE GHEENS FOUNDATION, THE FOUNDATION AND THE GRANTEE SHALL SIGN A "CONDITION OF GRANT" AGREEMENT. THIS AGREEMENT PROVIDES THAT THE FUNDS SHALL BE USED ONLY FOR THE PURPOSES STATED IN THE APPROVED GRANT PROPOSAL. IT IS THE POLICY OF THE GHEENS FOUNDATION NOT TO PAY ANY INDIRECT OR OVERHEAD COSTS.